

FIRST QUARTERLY REPORT
第一季度報告 2019 / 2020



Chinese Energy Holdings Limited
華夏能源控股有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
Stock Code 股份代號: 8009

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.

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 (“Directors” and each a “Director”) of Chinese Energy Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of the Stock Exchange 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: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司 （「聯交所」）GEM之特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司可能帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之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買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所《GEM證券上市規則》（「《GEM上市規則》」）提供有關華夏能源控股有限公司（「本公司」）之資料，本公司董事（「董事」）及各董事（「各董事」）願對此共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等深知及確信：（1）本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；（2）並無遺漏任何其他事實致使本報告所載任何陳述產生誤導；及（3）本報告內表達之一切意見均經審慎周詳考慮後方始作出，並以公平合理的基礎及假設為依據。

HIGHLIGHTS

摘要

- The Company and its subsidiaries (collectively referred to as the “**Group**”) recorded a revenue of approximately HK\$73,422,000 for the three months ended 30 June 2019, representing a significant decrease of approximately 55.05% when compared with the same period in 2018.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$497,000 (2018: HK\$67,000) for the three months ended 30 June 2019, representing a significant increase of approximately 641.79% when compared with the same period of last year. The board (the “**Board**”) of Directors considers that the deterioration in the performance of the Group is mainly attributable to the significant decrease in revenue and consultancy income.
- The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2019.
- 截至二零一九年六月三十日止三個月，本公司及其附屬公司（統稱「**本集團**」）錄得收益約73,422,000港元，與二零一八年同期相比大幅減少約55.05%。
- 截至二零一九年六月三十日止三個月，本集團錄得本公司擁有人應佔虧損約497,000港元（二零一八年：67,000港元），與去年同期相比大幅增加約641.79%。董事會（「**董事會**」）認為本集團之表現轉差主要歸因於收益及諮詢收入大幅減少。
- 董事會不建議派發截至二零一九年六月三十日止三個月之中期股息。

RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months ended 30 June 2019, together with the comparative unaudited figures for the corresponding period in 2018, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

業績

本公司董事會謹此宣佈本集團截至二零一九年六月三十日止三個月之未經審核綜合業績，連同二零一八年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表

		Three months ended 30 June 截至六月三十日止三個月		
			2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	4	73,422	163,358
Cost of sales	銷售成本		(71,515)	(160,160)
Gross profit	毛利		1,907	3,198
Other income	其他收入	5	507	2,926
Administrative expenses	行政開支		(2,185)	(2,841)
Finance costs	融資成本		(540)	(992)
Share of loss in an associate	應佔一間聯營公司之虧損		-	(149)
Share of profit in a joint venture	應佔一間合營企業之溢利		7	7
(Loss) profit before tax	除稅前(虧損)溢利	6	(304)	2,149
Income tax expense	所得稅開支	7	(193)	(2,216)
Loss for the period	期內虧損		(497)	(67)

**CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE
INCOME (CONTINUED)**

**簡明綜合損益及其他全面
收益表(續)**

		Three months ended 30 June 截至六月三十日止三個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive expense for the period, net of income tax	期內其他全面開支，已扣除所得稅		
<i>Items that have been reclassified or may be reclassified subsequently to profit or loss:</i>	<i>已重新分類或隨後可重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	(3,938)	(13,539)
Net gain arising on revaluation of available-for-sale ("AFS") financial assets	重估可供出售(「可供出售」)金融資產產生之收益淨額	-	1,699
Share of exchange differences of an associate	應佔一間聯營公司之匯兌差額	-	(17)
Share of exchange differences of a joint venture	應佔一間合營企業之匯兌差額	(477)	(968)
		(4,415)	(12,825)
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>		
Fair value gain on investment in financial assets at fair value through other comprehensive income ("FVTOCI")	按公允價值計入其他全面收益(「按公允價值計入其他全面收益」)之金融資產投資的公允價值收益	1,401	-

**CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE
INCOME (CONTINUED)**

**簡明綜合損益及其他全面
收益表(續)**

		Three months ended 30 June 截至六月三十日止三個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註	
Other comprehensive expense for the period	期內其他全面開支		(3,014) (12,825)
Total comprehensive expense for the period	期內全面開支總額		(3,511) (12,892)
Loss per share	每股虧損	8	(Restated) (經重列)
- basic (HK cents)	- 基本(港仙)		(0.84) (0.12)
- diluted (HK cents)	- 攤薄(港仙)		(0.84) (0.12)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Hong Kong (“HK”) and its shares (“Share(s)”) are listed on the GEM of Stock Exchange. The addresses of its registered office and principle place of business of the Company are Unit 3517, Floor 35, West Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, HK. The Group principally engaged in general trading (including market sourcing of technical and electronic products), trading of liquefied natural gas (“LNG”) products, investment in financial assets and provision of money lending.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Except for the new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) applied by the Group in the current period, the accounting policies and methods of computation used in the condensed consolidated financial statements for the three months ended 30 June 2019 are consistent with those adopted in preparing the Group’s annual financial statements for the year ended 31 March 2019.

The financial information relating to the year ended 31 March 2019 included in these financial statements as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Chapter 622, Laws of HK) is as follows:

1. 一般資料

本公司是一間在香港（「香港」）註冊成立之公眾有限公司，其股份（「股份」）在聯交所GEM上市。本公司註冊辦事處及主要營業地點之地址為香港干諾道中168-200號信德中心西座35樓3517室。本集團主要從事一般貿易（包括市場採購技術及電子產品）、液化天然氣（「液化天然氣」）產品貿易、投資於金融資產及提供放貸。

2. 編製基準

簡明綜合財務報表乃根據歷史成本基準編製，惟按公允值（如適用）計量之若干金融工具除外。

除本集團於本期內採用之新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂外，截至二零一九年六月三十日止三個月之簡明綜合財務報表所用之會計政策及計算方法與編製本集團截至二零一九年三月三十一日止年度之年度財務報表所採用者一致。

該等財務報表所載有關截至二零一九年三月三十一日止年度之財務資料乃作為比較資料，並不構成本公司於該財政年度之法定年度綜合財務報表，惟有相關資料摘錄自該等財務報表。根據《公司條例》（香港法例第622章）第436條規定須予披露之有關該等法定財務報表之進一步資料如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

2. BASIS OF PREPARATION (CONTINUED)

The Company has delivered the financial statements for the year ended 31 March 2018 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Chapter 622, Laws of HK) and will deliver the financial statements for the year ended 31 March 2019 in due course.

The Company's external auditor has reported on the financial statements for the years ended 31 March 2018 and 2019. The independent auditor's report was unqualified; did not include a reference to any matter to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance (Chapter 622, Laws of HK).

The condensed consolidated financial statements have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and by the Companies Ordinance (Chapter 622, Laws of HK).

The condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee ("Audit Committee") of the Company and were approved for issue by the Board.

2. 編製基準(續)

本公司已根據《公司條例》(香港法例第622章)第662(3)條及附表6第3部將截至二零一八年三月三十一日止年度之財務報表送呈公司註冊處處長並將適時送呈截至二零一九年三月三十一日止年度之財務報表。

本公司之外聘核數師已就截至二零一八年及二零一九年三月三十一日止年度之財務報表提交報告。獨立核數師報告並無保留意見；並無載有核數師在不對其報告出具保留意見之情況下，以強調方式提請注意之任何事項；亦無載有《公司條例》(香港法例第622章)第406(2)、407(2)或(3)條項下之聲明。

簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則編製。此外，簡明綜合財務報表包括《GEM上市規則》及《公司條例》(香港法例第622章)規定之適用披露。

簡明綜合財務報表乃未經審核，惟已經本公司審核委員會(「審核委員會」)審閱並經由董事會批准刊發。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

New and amendments to HKFRSs that are mandatorily effective for the current year

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

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

3. 應用新訂香港財務報告準則及香港財務報告準則之修訂

於本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂

本集團已於本年度首次應用下列由香港會計師公會頒佈之新訂香港財務報告準則及香港財務報告準則之修訂：

香港財務報告準則第16號	租賃
香港財務報告準則第9號之修訂	具有負補償之預付款項特性
香港會計準則第19號之修訂	計劃修訂、削減或結算
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性
香港財務報告準則之修訂	二零一五年至二零一七年週期香港財務報告準則之年度改進

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current period. HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees which superseded HKAS 17 “Leases” and the related interpretations.

Under HKFRS 16, distinctions of operating leases and finance leases are removed for lessee accounting and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modification, amongst others.

3. 應用新訂香港財務報告準則及香港財務報告準則之修訂(續)

於本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂(續)

香港財務報告準則第16號「租賃」

本集團已於本期內首次應用香港財務報告準則第16號。香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理方法引入綜合模式，其取代香港會計準則第17號「租賃」及相關詮釋。

根據香港財務報告準則第16號，除短期租賃及低價值資產租賃外，經營租賃及融資租賃之差異自承租人會計處理中移除，並以承租人須就所有租賃確認使用權資產及相關負債之模式取代。

使用權資產初步按成本計量，其後按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就任何租賃負債重新計量作出調整。租賃負債初步按當日尚未支付租賃款項之現值計量。其後，租賃負債就利息及租賃款項以及（其中包括）租賃修改之影響作出調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (Continued)

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17 and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as lease applying HKAS 17 and HK(IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) – Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application, i.e. 1 January 2019.

Based on the allowed practical expedients under HKFRS 16, the Group has elected not to apply the requirements of HKFRS 16 in respect of recognition of lease liability and right-of-use assets to leases for which the lease term ends within twelve months of the date of initial application.

3. 應用新訂香港財務報告準則及香港財務報告準則之修訂(續)

於本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂(續)

香港財務報告準則第16號「租賃」(續)

除亦適用於出租人之若干規定外，香港財務報告準則第16號基本上保留了香港會計準則第17號中針對出租人之會計處理要求，並繼續要求出租人將租賃歸類為經營租賃或融資租賃。

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期（即二零一九年一月一日）前已存在的租賃。

根據香港財務報告準則第16號允許的可行權宜方法，本集團已選擇不就租期於首次應用日期起計十二個月內屆滿的租賃應用香港財務報告準則第16號確認租賃負債及使用權資產的規定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ²
Amendments to HKFRS 3	Definition of a Business ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ¹

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2021
- ³ Effective date to be determined
- ⁴ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

The Directors anticipate that the application of the above new and amendments to HKFRSs which have been issued but are not yet effective will have no material impact on the results and the financial position of the Group.

3. 應用新訂香港財務報告準則及香港財務報告準則之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂：

香港財務報告準則第17號	保險合約 ²
香港財務報告準則第3號之修訂	業務定義 ⁴
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號之修訂	重大性定義 ¹

- ¹ 於二零二零年一月一日或之後開始之年度期間生效
- ² 於二零二一年一月一日或之後開始之年度期間生效
- ³ 生效日期待定
- ⁴ 於二零二零年一月一日或之後開始之首個年度期間或之後開始之業務合併及資產收購的收購日期生效

董事預期，應用上述已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂將不會對本集團之業績及財務狀況造成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

4. REVENUE

An analysis of the Group's revenue for the period is as follows:

4. 收益

本集團期內之收益分析如下：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2019	2018
		二零一九年	二零一八年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of goods in general trading	一般貿易出售之貨物	–	118,693
Trading of LNG products	液化天然氣產品貿易	73,422	44,655
Interest income from money lending business	放貸業務之利息收入	–	10
		73,422	163,358

5. OTHER INCOME

5. 其他收入

		Three months ended 30 June	
		截至六月三十日止三個月	
		2019	2018
		二零一九年	二零一八年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Consultancy income	諮詢收入	–	2,598
Dividend income	股息收入	312	255
Interest income from banks and financial institution	來自銀行及金融機構之利息收入	161	73
Net exchange gain	匯兌淨收益	31	–
Other refund	其他退款	3	–
		507	2,926

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

6. (LOSS) PROFIT BEFORE TAX

(Loss) profit before tax has been arrived at after charging the following items:

6. 除稅前(虧損)溢利

除稅前(虧損)溢利已扣除以下項目：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Staff costs (including Directors' emoluments)	員工成本(包括董事酬金)		
Salaries, allowances and other benefits	薪金、津貼及其他福利	1,018	925
Contributions to retirement benefits scheme	退休福利計劃供款	25	30
		1,043	955
External auditors' remuneration	外聘核數師酬金		
– audit services	– 審計服務	95	123
– other services	– 其他服務	25	25
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	35	38
Legal and professional fees	法律及專業費用	34	617
Net exchange loss	匯兌淨虧損	–	88
Operating lease charges in respect of rented premises	租賃物業之經營租約費用	244	280

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

7. INCOME TAX EXPENSE

On 21 March 2018, the Legislative Council of HK passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduced 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 Directors considered the amount involved upon implementation of the Two-tiered Profits Tax Rates Regime is insignificant to the condensed consolidated financial statements. HK Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods. No provision for HK profits tax had been made as the Group did not generate any assessable profits in HK for both periods.

Under the Law of the People’s Republic of China (“**PRC**”) on Enterprise Income Tax (“**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both periods.

Taxation for other entities of the Group is charged at their respective applicable income tax rates ruling in the relevant jurisdictions.

7. 所得稅開支

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「《**條例草案**》」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日經簽署生效，並於翌日刊憲。根據利得稅兩級制，合資格法團首二百萬港元溢利將按8.25%徵稅，其後二百萬港元以上之溢利則按16.5%徵稅。不符合利得稅兩級制資格之法團的溢利將持續劃一按16.5%徵稅。董事認為，利得稅兩級制實施後所涉及金額對簡明綜合財務報表而言並不重大。於該兩個期間，香港利得稅均按估計應課稅溢利之16.5%計算。由於本集團於兩個期間內並無於香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

根據中華人民共和國(「**中國**」)企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，中國之附屬公司於兩個期間內之稅率均為25%。

本集團其他實體之稅項均按相關司法權區規定彼等各自適用之所得稅稅率繳納。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

8. LOSS PER SHARE

The basic and diluted loss per Share attributable to the owners of the Company are calculated on the following data:

8. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損按下列數據計算：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss	虧損		
Loss for the purpose of basic and diluted loss per Share	計算每股基本及攤薄虧損所使用之虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(497)	(67)
		'000	'000
		千股	千股
			(Restated)
			(經重列)
Number of Shares	股份數目		
Weighted average number of ordinary Shares for the purpose of basic and diluted loss per Share	計算每股基本及攤薄虧損所使用之普通股加權平均數	58,901	53,642

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

8. LOSS PER SHARE (CONTINUED)

Pursuant to an ordinary resolution passed by the shareholders (“Shareholders”) of the Company at the extraordinary general meeting held on 23 November 2018, every forty existing shares were consolidated into one consolidated share (the “Consolidation of Share”). The Consolidation of Share became effective on 26 November 2018. Therefore, the weighted average number of ordinary Shares for the purpose of basic and diluted loss per Share for the three months ended 30 June 2018 had been restated to conform the current period presentation.

The calculation of basic and diluted loss per Share are based on the loss attributable to owners of the Company, and weighted average number of 58,900,537 ordinary Shares (2018: number of 53,642,295 adjusted for the effect of the share consolidation on 26 November 2018) in issue.

For the three months ended 30 June 2019 and 2018, the computation of basic and diluted loss per Share have not assumed the conversion of the Company’s outstanding convertible note (“CN”) since the exercise would result in a decrease in loss per Share.

The amount of diluted loss per Share was the same as basic loss per Share because the Company had no other potential ordinary Shares outstanding for the three months ended 30 June 2019 and 2018.

8. 每股虧損(續)

根據本公司股東(「股東」)於二零一八年十一月二十三日舉行的股東特別大會上通過的普通決議案，每四十股現有股份合併為一股合併股份(「股份合併」)。股份合併於二零一八年十一月二十六日生效。因此，計算截至二零一八年六月三十日止三個月的每股基本及攤薄虧損所使用之普通股加權平均數已重列，以符合本期之呈報方式。

每股基本及攤薄虧損乃根據本公司擁有人應佔虧損及58,900,537股已發行普通股加權平均數(二零一八年：53,642,295股，並根據二零一八年十一月二十六日之股份合併影響進行調整)計算。

於截至二零一九年及二零一八年六月三十日止三個月，於計算每股基本及攤薄虧損時並無假設本公司尚未行使之可換股票據(「可換股票據」)已獲轉換，此乃由於行使有關轉換將會減少每股虧損。

由於本公司於截至二零一九年及二零一八年六月三十日止三個月並無其他發行在外之潛在普通股，每股攤薄虧損與每股基本虧損相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

9. INTERIM DIVIDEND

The Board do not recommend the payment of an interim dividend for the three months ended 30 June 2019 (2018: Nil).

9. 中期股息

董事會不建議派發截至二零一九年六月三十日止三個月之中期股息(二零一八年:無)。

10. MOVEMENT OF RESERVES

10. 儲備變動

		Share capital	Exchange reserve	CN equity reserve	Merger reserve	Translation reserve	Investment revaluation reserve	Accumulated losses	Total
		股本	外匯儲備	可換股票據權益儲備	合併儲備	匯兌儲備	投資重估儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2018 (audited)	於二零一八年四月一日(經審核)	839,799	676	33,967	45,918	68,348	(8,787)	(594,039)	385,882
Loss for the period	期內虧損	-	-	-	-	-	-	(67)	(67)
Other comprehensive (expenses) income	其他全面(開支)收益								
- Exchange differences arising on translation of foreign operations	- 換算海外業務所產生之匯兌差額	-	-	-	-	(13,539)	-	-	(13,539)
- Net gain arising on revaluation of AFS financial assets	- 重估可供出售金融資產產生之收益淨額	-	(943)	-	-	-	2,642	-	1,699
- Share of exchange differences of an associate	- 應佔一間聯營公司之匯兌差額	-	-	-	-	(17)	-	-	(17)
- Share of exchange differences of a joint venture	- 應佔一間合營企業之匯兌差額	-	-	-	-	(968)	-	-	(968)
Total comprehensive (expenses) income for the period	期內全面(開支)收益總額	-	(943)	-	-	(14,524)	2,642	(67)	(12,892)
Issue of shares upon placing	於配售後發行股份	8,151	-	-	-	-	-	-	8,151
As at 30 June 2018 (unaudited)	於二零一八年六月三十日(未經審核)	847,950	(267)	33,967	45,918	53,824	(6,145)	(594,106)	381,141

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

10. MOVEMENT OF RESERVES (CONTINUED)

10. 儲備變動(續)

		Share capital	Exchange reserve	CN equity reserve	Merger reserve	Translation reserve	Investment revaluation reserve	Accumulated losses	Total
		股本 HK\$'000 千港元	外匯儲備 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2019 (audited)	於二零一九年四月一日 (經審核)	847,601	(588)	3,398	45,918	51,265	(3,580)	(554,811)	389,203
Loss for the period	期內虧損	-	-	-	-	-	-	(497)	(497)
Other comprehensive (expenses) income	其他全面(開支)收益								
- Exchange differences arising on translation of foreign operations	一換算海外業務所產生之匯兌差額	-	-	-	-	(3,938)	-	-	(3,938)
- Fair value gain on investment in financial assets at FVTOCI	一按公允值計入其他全面收益之金融資產投資的公允值收益	-	(748)	-	-	-	2,149	-	1,401
- Share of exchange differences of a joint venture	一應佔一間合營企業之匯兌差額	-	-	-	-	(477)	-	-	(477)
Total comprehensive (expenses) income for the period	期內全面(開支)收益總額	-	(748)	-	-	(4,415)	2,149	(497)	(3,511)
As at 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	847,601	(1,336)	3,398	45,918	46,850	(1,431)	(555,308)	385,692

11. COMPARATIVE FIGURES

11. 比較數字

Certain comparative figures have been adjusted to conform to current period's presentation and to provide comparative amounts in respect of items disclosed in the current period.

若干比較數字已經調整，以符合本期內之呈報方式，並為本期內披露之項目提供比較金額。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2019 (2018: Nil).

FINANCIAL REVIEW

For the three months ended 30 June 2019, the revenue of the Group was approximately HK\$73,422,000 (2018: HK\$163,358,000). The cost of sales of the Group for the period was approximately HK\$71,515,000 (2018: HK\$160,160,000). The gross profit of the Group for the three months ended 30 June 2019 was approximately HK\$1,907,000 (2018: HK\$3,198,000). Dividend income received by the Group from investment in financial and investment products for the period was approximately HK\$312,000 (2018: HK\$255,000). The administrative expenses of the Group for the period was approximately HK\$2,185,000 (2018: HK\$2,841,000). The Group recorded a loss attributable to owners of the Company of approximately HK\$497,000 (2018: HK\$67,000) for the three months ended 30 June 2019, representing a significant increase of approximately 641.79% when compared with the same period of last year. The Board considers that the deterioration in the performance of the Group is mainly attributable to the significant decrease in revenue and consultancy income.

中期股息

董事會不建議派發截至二零一九年六月三十日止三個月之中期股息（二零一八年：無）。

財務回顧

截至二零一九年六月三十日止三個月，本集團的收益約73,422,000港元（二零一八年：163,358,000港元）。期內本集團銷售成本約71,515,000港元（二零一八年：160,160,000港元）。截至二零一九年六月三十日止三個月，本集團的毛利約1,907,000港元（二零一八年：3,198,000港元）。期內本集團收取來自投資於金融及投資產品之股息收入約312,000港元（二零一八年：255,000港元）。期內本集團行政開支約2,185,000港元（二零一八年：2,841,000港元）。截至二零一九年六月三十日止三個月，本集團錄得本公司擁有人應佔虧損約497,000港元（二零一八年：67,000港元），與去年同期相比大幅增加約641.79%。董事會認為本集團之表現轉差主要歸因於收益及諮詢收入大幅減少。

INVESTMENTS

The Company continues to identify suitable investments in HK stock equity market as well as any industry with high growth potential in the PRC. As of 30 June 2019, the Group has investment classified as financial assets at FVTOCI of approximately HK\$32,109,000 (31 March 2019: HK\$30,708,000). In general, the investment strategy will be reviewed and monitored constantly with appropriate actions taken whenever necessary in response to the changes in global economic and market situations.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not make any material acquisition and disposal of subsidiaries and affiliated companies for the three months ended 30 June 2019.

CONTINGENT LIABILITIES AND CHARGE ON ASSETS

The Group has no significant contingent liabilities as at 30 June 2019 (31 March 2019: Nil). As at 30 June 2019, the Group did not pledge any asset to financial institution in respect of the due and punctual payment of its obligations (31 March 2019: Nil).

投資

本公司繼續在香港股票市場及於中國有高增長潛力之任何行業內物色合適之投資項目。截至二零一九年六月三十日，本集團分類為按公允值計入其他全面收益之金融資產之投資約32,109,000港元（二零一九年三月三十一日：30,708,000港元）。一般而言，本集團將會經常檢討及監控投資策略，並應全球經濟及市況變動適時採取適當行動。

重大收購及出售附屬公司及聯屬公司

截至二零一九年六月三十日止三個月，本集團並無任何重大收購及出售附屬公司及聯屬公司。

或然負債及資產抵押

本集團於二零一九年六月三十日並無重大或然負債（二零一九年三月三十一日：無）。於二零一九年六月三十日，本集團並無任何資產抵押予金融機構，作為妥善及準時支付其債務之保證（二零一九年三月三十一日：無）。

BUSINESS REVIEW AND OUTLOOK

The escalation of trade protectionism and dispute together with the instability in international politics have the downward pressure to both of the capital and economic markets year-over-year. For the three months ended 30 June 2019, the revenue of the Group was significantly dropped by approximately 55.05% when compared with the same period in 2018.

We will work hard towards improving the Company's scale of business as well as financial performance over time. Meanwhile, the Group will look for new potential growth opportunities in a very diligent manner through merger and acquisition, business integration and expansion in order to improve the profitability of the Group and returns to our Shareholders.

業務回顧及前景

貿易保護主義及糾紛升級，連同國際政治不穩定，已對資本及經濟市場按年表現造成下行壓力。截至二零一九年六月三十日止三個月，本集團之收益與二零一八年同期相比大幅減少約55.05%。

我們將致力於隨時間逐步提升本公司的業務規模以及財務表現。同時，本集團將極為審慎地透過併購、業務整合及擴張探索新的潛在增長機遇，以提高本集團的盈利能力及股東回報。

DIRECTOR'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATION

As at 30 June 2019, the interests of the Directors, chief executives of the Company and their associates in the ordinary Shares or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Chapter 571, Laws of HK)) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rule 5.48 to 5.67 of the GEM Listing Rules, were as follows:

董事於本公司或任何其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一九年六月三十日，董事、本公司主要行政人員及彼等之聯繫人於普通股或其任何相聯法團（定義見香港法例第571章《證券及期貨條例》（「《證券及期貨條例》」）第XV部）擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據《證券及期貨條例》之有關條文被當作或視為擁有之權益或淡倉），或(b)根據《證券及期貨條例》第352條須登記於該條文所指股東登記冊，或(c)根據《GEM上市規則》第5.48至5.67條所載之董事交易必守標準須知會本公司及聯交所之權益如下：

DIRECTOR'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATION (CONTINUED)

董事於本公司或任何其相聯法團之股份、相關股份及債券之權益及淡倉（續）

Long position in the Shares:

於股份之好倉：

Name of a Director	Capacity	Number of Shares held	Percentage of issued share capital of the Company
一名董事名稱	身份	所持股份數目	佔本公司已發行股本之百分比
Mr. Chen Haining ("Mr. HN Chen") 陳海寧先生（「陳海寧先生」）	Held by controlled corporation (Note) 由受控制法團持有（附註）	7,141,000	12.12%

Note:

These Shares are registered in the name of Wise Triumph Limited ("WTL"), which is wholly-owned by Mr. HN Chen who is deemed to be interested in all the shares in which WTL is interested by virtue of the SFO.

Save as disclosed above, none of the Directors, chief executive of the Company nor their associates had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations.

附註：

此等股份以智勝有限公司（「智勝有限公司」）之名義登記，陳海寧先生全資擁有該公司，故根據《證券及期貨條例》，陳海寧先生被視為於智勝有限公司擁有權益之所有股份中擁有權益。

除上文所披露者外，董事、本公司主要行政人員或彼等之聯繫人並無於本公司或其任何相聯法團之股份、相關股份或債券中擁有或被視為擁有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2019, the following persons or companies (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Long positions in the underlying shares and Shares

主要股東於股份及相關股份之權益及淡倉

於二零一九年六月三十日，下列人士或公司（董事或本公司主要行政人員除外）於股份或本公司相關股份中擁有須根據《證券及期貨條例》第XV部第2及第3分部之規定向本公司披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

於相關股份及股份之好倉

Name of substantial Shareholders	Capacity/ nature of interests	Number of underlying shares/ Shares held	Percentage of issued share capital of the Company (Note 3) 佔本公司 已發行股本之 百分比 (附註3)
主要股東名稱	身份／權益性質	所持相關 股份／ 股份數目	
Keen Insight Limited (Note 1) (附註1)	Beneficial owner 實益擁有人	8,250,000	14.01%
Hony Capital Group L.P. (Note 1) (附註1)	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Hony Group Management Limited (Note 1) (附註1)	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Hony Managing Partners Limited (Note 1) (附註1)	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

Long positions in the underlying shares and Shares (Continued)

主要股東於股份及相關股份之權益及淡倉 (續)

於相關股份及股份之好倉 (續)

Name of substantial Shareholders	Capacity/ nature of interests	Number of underlying shares/ Shares held	Percentage of issued share capital of the Company (Note 3) 佔本公司已發行股本之百分比 (附註3)
主要股東名稱	身份／權益性質	所持相關股份／股份數目	
Exponential Fortune Group Limited (Note 1) (附註1)	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Mr. Zhao John Huan (Note 1) 趙令歡先生 (附註1)	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Gold Achieve Investments Limited	Beneficial owner 實益擁有人	11,111,111	18.86%
Eminence Enterprise Limited 高山企業有限公司	Interests in controlled corporation 於受控制法團之權益	11,111,111	18.86%
WTL (Note 2) 智勝有限公司 (附註2)	Beneficial owner 實益擁有人	7,141,000	12.12%

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

Long positions in the underlying shares and Shares (Continued)

Notes:

1. Keen Insight Limited is a wholly-owned subsidiary of Hony Capital Group L.P. Hony Capital Group L.P. is a wholly-owned subsidiary of Hony Group Management Limited. Hony Group Management Limited is owned as to 80% by Hony Managing Partners Limited, a wholly-owned subsidiary of Exponential Fortune Group Limited. Exponential Fortune Group Limited is held as to 49% by Mr. Zhao John Huan, and the remaining 51% is held by two individuals equally.
2. WTL is wholly controlled by Mr. HN Chen.
3. The percentage is based on 58,900,537 issued Shares as at 30 June 2019.

Save as disclosed above, there was no long positions of the other persons and substantial Shareholders in the underlying shares and Shares recorded in the register.

主要股東於股份及相關股份之權益及淡倉 (續)

於相關股份及股份之好倉 (續)

附註:

1. Keen Insight Limited 為 Hony Capital Group L.P. 之一間全資附屬公司。Hony Capital Group L.P. 為 Hony Group Management Limited 之一間全資附屬公司。Hony Group Management Limited 由 Hony Managing Partners Limited 擁有 80% 權益，而後者為 Exponential Fortune Group Limited 之一間全資附屬公司。Exponential Fortune Group Limited 由趙令歡先生持有 49% 權益，而餘下 51% 權益則由兩名個人平均持有。
2. 智勝有限公司由陳海寧先生全權控制。
3. 百分比乃基於二零一九年六月三十日之 58,900,537 股已發行股份計算。

除上文所披露者外，股東登記冊並無記錄其他人士及主要股東於相關股份及股份的好倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

Short positions in the underlying shares and Shares

No short positions of other persons and substantial Shareholders in the underlying shares of equity derivatives of the Company and Shares were recorded in the register.

Save as disclosed above, the Directors and chief executive of the Company were not aware of any persons or companies (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which were interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or any persons (not being a Director) have interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Associations which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

主要股東於股份及相關股份之權益及淡倉（續）

於相關股份及股份之淡倉

根據股東登記冊內之記錄，概無其他人士及主要股東擁有本公司股本衍生工具相關股份及股份之淡倉。

除上文所披露者外，董事及本公司主要行政人員概無知悉擁有或被視為擁有附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之5%或以上已發行股本權益之任何人士或公司（董事及本公司主要行政人員除外）於股份或本公司相關股份中擁有權益或淡倉，或任何人士（董事除外）於股份或本公司相關股份中擁有須根據《證券及期貨條例》第XV部第2及第3分部的規定向本公司及聯交所披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

優先購買權

本公司組織章程細則概無有關優先購買權之規定，以致本公司須按比例向現有股東提呈發售新股份。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Group has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the three months ended 30 June 2019 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the three months ended 30 June 2019.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

董事進行證券交易之操守守則

於回顧期內，本集團已採納一套有關董事進行證券交易之操守守則，其條款不遜於《GEM上市規則》第5.48至5.67條所載之規定交易標準。本公司亦已向全體董事作出特定查詢，本公司並不知悉任何不遵守交易必守標準及有關董事進行證券交易之操守守則之情況。

購買股份或債券之安排

於截至二零一九年六月三十日止三個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零一九年六月三十日止三個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

購買、出售或贖回本公司上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

COMPETITION AND CONFLICT OF INTERESTS

During the period under review, none of the Directors, the management Shareholders or substantial Shareholders or any of their respective associates (as defined in the GEM Listing Rules) had interests in a business which causes or may cause any significant competition and conflict of interests with the business of the Group.

AUDIT COMMITTEE

The Audit Committee has three members comprising three independent (“**Independent**”) non-executive (“**Non-Executive**”) Directors, namely, Mr. Luk Chi Shing (“**Mr. Luk**”) (Chairman of the Audit Committee), Mr. Leung Fu Hang (“**Mr. Leung**”), and Mr. Chen Liang (“**Mr. L Chen**”).

The primary duties of the Audit Committee are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management, and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements.

競爭及權益衝突

於回顧期內，董事、管理層股東或主要股東或彼等各自之任何聯繫人（定義見《GEM上市規則》）概無在與本集團業務構成或可能構成任何重大競爭及權益衝突之業務中擁有權益。

審核委員會

審核委員會由三名成員組成，包括三名獨立（「獨立」）非執行（「非執行」）董事，即陸志成先生（「陸先生」）（審核委員會主席）、梁富衡先生（「梁先生」）及陳亮先生（「陳亮先生」）。

審核委員會之主要職責為確保本集團之會計及財務監控充分及有效、監控內部監控系統、風險管理及財務申報過程之表現、監察財務報表是否完整及符合法定及上市規定。

AUDIT COMMITTEE (CONTINUED)

The Group's first quarterly results for the three months ended 30 June 2019 have been reviewed by the members of the Audit Committee, who are of the opinion that the preparation of such financial results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The remuneration committee ("**Remuneration Committee**") of the Company has three members comprising three Independent Non-Executive Directors, namely, Mr. Leung (Chairman of the Remuneration Committee), Mr. Luk and Mr. L Chen.

The primary duties of the Remuneration Committee, among others, are (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) to make recommendations to the Board on the remuneration packages of individual executive ("**Executive**") Directors and senior management.

審核委員會 (續)

本集團截至二零一九年六月三十日止三個月之第一季度業績已由審核委員會成員審閱，彼等認為編製該財務業績乃遵照適用之會計準則、《GEM上市規則》及法律規定，並已作出充分披露。

薪酬委員會

本公司薪酬委員會（「**薪酬委員會**」）由三名成員組成，包括三名獨立非執行董事，即梁先生（薪酬委員會主席）、陸先生及陳亮先生。

薪酬委員會之主要職責為（其中包括）(i)就本公司有關全體董事及高級管理層之薪酬政策及結構，及設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(ii)參考董事會之企業目標及宗旨審閱及批准建議之管理層薪酬；及(iii)就各執行（「**執行**」）董事及高級管理層之薪酬組合，向董事會提出建議。

NOMINATION COMMITTEE

The nomination committee (“**Nomination Committee**”) of the Company has three members comprising two Independent Non-Executive Directors, namely, Mr. L Chen (Chairman of the Nomination Committee) and Mr. Leung, and one Executive Director, namely, Mr. HN Chen.

The primary duties of the Nomination Committee include, among other things:

- (a) to review director nomination policy and board diversity policy;
- (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

提名委員會

本公司提名委員會（「**提名委員會**」）由三名成員組成，包括兩名獨立非執行董事，即陳亮先生（提名委員會主席）及梁先生和一名執行董事，即陳海寧先生。

提名委員會之主要職責包括（其中包括）：

- (a) 檢討董事提名政策及董事會成員多元化政策；
- (b) 至少每年檢討一次董事會之架構、規模及組成（包括技能、知識及經驗）並就任何建議變動向董事會提出推薦意見以補充本公司之企業策略；
- (c) 物色合資格成為董事會成員之合適人士並進行篩選或提出推薦意見供董事會選擇獲提名為董事的人士；

NOMINATION COMMITTEE (CONTINUED)

- (d) to assess the independence of Independent Non-Executive Directors; and
- (e) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the Chairman and/or chief executive of the Company.

By order of the Board

Mr. Chen Haining

Chairman and Chief Executive Officer

Hong Kong, 13 August 2019

As at the date hereof, the Executive Directors are Mr. Chen Haining (Chairman and Chief Executive Officer of the Company), Ms. Wu Hongying and Ms. Tong Jiangxia; and the Independent Non-Executive Directors are Mr. Luk Chi Shing, Mr. Leung Fu Hang and Mr. Chen Liang.

提名委員會 (續)

- (d) 評估獨立非執行董事的獨立性；及
- (e) 就董事委任或續聘以及董事尤其是本公司主席及／或主要行政人員之繼任計劃向董事會提出推薦意見。

承董事會命

主席兼行政總裁

陳海寧先生

香港，二零一九年八月十三日

於本報告日期，執行董事為陳海寧先生（本公司之主席兼行政總裁）、吳紅英女士及董江霞女士；而獨立非執行董事為陸志成先生、梁富衡先生及陳亮先生。



Chinese Energy Holdings Limited
華夏能源控股有限公司