



Dadi International Group Limited 大地國際集團有限公司

(Formerly known as “Zhi Cheng Holdings Limited 智城控股有限公司”)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8130)

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 companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 Dadi International Group Limited (formerly known as Zhi Cheng 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 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 the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

UNAUDITED QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company presents the unaudited condensed consolidated results (the “Unaudited Consolidated Results”) of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2019, together with the comparative unaudited figures for the three months ended 30 June 2018 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		For the three months ended 30 June	
		2019	2018
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	3	102,338	18,026
Cost of sales		(84,509)	(16,352)
Gross profit		17,829	1,674
Other income and gains	4	486	192
Administrative expenses		(8,644)	(10,911)
Profit/(loss) from operations	5	9,671	(9,045)
Loss on disposal of property, plant and equipment		(1)	(97)
Gain on disposal of financial assets at fair value through profit and loss		-	1
Finance costs	6	(3,041)	(771)
Profit/(loss) before taxation		6,629	(9,912)
Income tax expense	7	(2,807)	(31)
Profit/(loss) for the period		3,822	(9,943)
Profit/(loss) for the period attributable to:			
owners of the Company		34	(9,512)
non-controlling interests		3,788	(431)
		3,822	(9,943)
		HK cents	HK cents
Profit/(loss) per share	8		
Basic and diluted		0.001	(0.294)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the three months ended 30 June	
	2019	2018
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Profit/(loss) for the period	<u>3,822</u>	<u>(9,943)</u>
Other comprehensive expense for the period		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of overseas subsidiaries	<u>(3,146)</u>	<u>(40,308)</u>
Other comprehensive expense for the period, net of income tax	<u>(3,146)</u>	<u>(40,308)</u>
Total comprehensive (expense)/income for the period	<u>676</u>	<u>(50,251)</u>
Total comprehensive (expense)/income for the period attributable to:		
owners of the Company	<u>(2,997)</u>	<u>(48,317)</u>
non-controlling interests	<u>3,673</u>	<u>(1,934)</u>
	<u>676</u>	<u>(50,251)</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity attributable to equity shareholders of the Company									
	Issued Capital HK\$'000	Share premium HK\$'000	Share Contributed surplus HK\$'000	Share-based compensation reserve HK\$'000	Statutory Reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total equity HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 April 2018 (Audited)	32,409	1,770,215	325,798	11,023	1,318	38,217	(1,694,297)	484,683	18,316	502,999
Comprehensive expense for the period	-	-	-	-	-	-	(9,512)	(9,512)	(431)	(9,943)
Other comprehensive expense for the period	-	-	-	-	-	(38,805)	-	(38,805)	(1,503)	(40,308)
Total comprehensive expense for the period	-	-	-	-	-	(38,805)	(9,512)	(48,317)	(1,934)	(50,251)
At 30 June 2018 (Unaudited)	32,409	1,770,215	325,798	11,023	1,318	(588)	(1,703,809)	436,366	16,382	452,748
At 1 April 2019 (Audited)	35,649	1,823,073	325,798	7,802	1,318	21,219	(1,734,734)	480,125	10,188	490,313
Comprehensive income for the period	-	-	-	-	-	-	34	34	3,788	3,822
Other comprehensive (expense)/income for the period	-	-	-	-	-	(3,031)	-	(3,031)	(115)	(3,146)
Total comprehensive (expense)/income for the period	-	-	-	-	-	(3,031)	-	(2,997)	3,673	676
Capital contribution from non-controlling interest	-	-	-	-	-	-	-	-	2,785	2,785
At 30 June 2019 (Unaudited)	35,649	1,823,073	325,798	7,802	1,318	18,188	(1,734,700)	(477,128)	16,646	483,774

NOTES

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 9 November 2001 and continued in Bermuda on 20 April 2009. The Company's shares have been listed on the GEM of The Stock Exchange since 26 August 2002.

The registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit 1504-1506, 15th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong respectively.

The Unaudited Consolidated Results are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its subsidiaries are culture and media business and related services, provision of financial services and investment in environmental protection industry.

2. BASIS OF PREPARATION AND CONSOLIDATION

The Unaudited Consolidated Results have been prepared in accordance with the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") and with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The Unaudited Consolidated Results should be read in conjunction with the annual financial statements of the Group for the year ended 31 March 2019.

The accounting policies and basis of preparation adopted in the preparation of the Unaudited Consolidated Results are consistent with those adopted in the annual financial statements for the year ended 31 March 2019.

The Group has applied new and amended standards and interpretations of HKFRSs which are mandatory during the current accounting and relevant to its operations. The application of such new and amended standards and interpretations does not have material impact on the Unaudited Consolidated Results and does not result in substantial changes to the Group's accounting policies.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective but the Directors are in the process of assessing their impact on the results of operation and financial position of the Group.

3. REVENUE

	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Financial leasing and other financial services	176	895
Provision of advertising and media related service	24,433	17,131
Publication, purchase and distribution of books	77,729	–
	102,338	18,026

4. OTHER INCOME AND GAINS

	For the three months ended 30 June	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Bank interest income	28	–
Education service	448	–
Management fee income	–	16
Other income	10	176
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	486	192

5. PROFIT/(LOSS) FROM OPERATIONS

	For the three months ended 30 June	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Loss from operations is arrived at after charging/(crediting):		
Depreciation of property, plant and equipment	152	373
Net foreign exchange gain	(10)	(28)
Staff costs including directors' emoluments	3,421	4,280
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6. FINANCE COSTS

	For the three months ended 30 June	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Interest on other borrowing	3,041	771
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7. INCOME TAX EXPENSE

- (i) No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits in Hong Kong or the estimated assessable profit was wholly absorbed by tax losses brought forward for the three months ended 30 June 2019 (2018: Nil).
- (ii) PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both periods. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. Income tax expense of approximately HK\$2.8 million was accrued for the three months ended 30 June 2019 (2018: HK\$0.03 million).
- (iii) The Group had no significant unprovided deferred tax assets and liabilities at 30 June 2019 (2018: Nil).

8. PROFIT/LOSS PER SHARE

The calculation of the basic profit per share is based on the profit attributable to owners of the Company for the three months ended 30 June 2019 of approximately HK\$34,000 (2018: loss attributable to owners of HK\$9.5 million) and the weighted average of 3,564,945,946 shares in issue during the three months ended 30 June 2019 (2018: 3,240,859,951 shares).

For the three months ended 30 June 2019 and 2018, diluted profit/loss per share was not presented as the exercise of share options would have anti-dilutive effect.

MANAGEMENT DISCUSSION AND ANALYSIS

Dividend

The Board resolved not to declare any interim dividend for the three months ended 30 June 2019 (2018: Nil).

Business Review

Publication, purchase and distribution of books

During the period under review, the revenue contributed by such segment was approximately HK\$77.7 million from publication, purchase and distribution of books in PRC. The Group accepted a trust loan with a principal amount of RMB500 million from a third party independent of and not connected with the Company and its connected persons to develop this newly added business.

Advertising and media related services

During the period under review, the revenue contributed by such segment was approximately HK\$24.4 million (2018: HK\$17.1 million) from mobile advertising and analytical services provided to advertisers in the PRC. The increase was mainly due to the fact that the online advertisement business was fast developing.

Provision of Financial Leasing and other Financial Services

During the period under review, the revenue contributed by such segment was approximately HK\$0.2 million (2018: HK\$0.9 million) from financial leasing and other financial services in the PRC.

Financial Review

For the period under review, the revenue of the Group from continuing operations for the three months ended 30 June 2019 was approximately HK\$102.3 million (2018: HK\$18 million), representing an increase of approximately 568.33% as compared with the period ended 30 June 2018; of which approximately HK\$77.7 million was generated from publication, purchase and distribution of books; approximately HK\$24.4 million (2018: HK\$17.1 million) was generated from provision of advertising and media related services; approximately HK\$0.2 million (2018: HK\$0.9 million) was generated from financial leasing business.

Profit attributable to owners of the Company for the three months ended 30 June 2019 amounted to approximately HK\$34,000 (2018: loss attributable to owners of HK\$9.5 million). The turnaround from loss to profit was mainly attributed to the newly added business which is publication, purchase and distribution of books.

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook

Looking ahead, the Group keeps to review on its business segments to determine future directions. The Group continued to remain cost conscious through stringent cost control measures in order to improve performance of the Group. The Group will continue to leverage on its experience, skillset and know-how to build new growth drivers and initiate new value-adding services. The Group will proactively seek business opportunities that will contribute and sustain the Group's future development on generating better return to shareholders.

OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debenture of the Company and its Associated Corporations

As at 30 June 2019, the following Directors and chief executives of the Company had interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance ("SFO")) 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); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange:

Long positions in ordinary shares of HK\$0.01 each of the Company

Name of director	Capacity/ Nature of Interests	Number of Shares held/ interested	Percentage of the Company's issued share capital
Mr. Wu Xiaoming	Beneficial owner	21,740,000	0.61%
Mr. Zhang Xiongfeng	Beneficial owner	209,509,900	5.86%

OTHER INFORMATION *(Continued)*

Share Option Scheme

The Company adopted a new share option scheme (the “New Share Option Scheme”) pursuant to a resolution passed at the annual general meeting of the Company on 25 September 2012. The principal terms of the New Share Option Scheme have been set out in note 40 to the financial statements as included in the annual report of the Company for the year ended 31 March 2019.

Details of the Company’s share options granted under the New Share Option Scheme are as follows:

Date of grant	Category of eligible persons	Exercise price	Exercise period	Outstanding at 1/4/2019	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding at 30/6/2019
13/1/2017	Consultants	HK\$0.275	13/1/2017 to 12/1/2020	61,600,000	-	-	-	-	61,600,000

Directors’ and Chief Executives’ Rights to Acquire Shares or Debentures

At 30 June 2019, neither the Company nor any of its subsidiaries was a party to any arrangements to enable the Directors and chief executive of the Company 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 and chief executive of the Company or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights.

Substantial Shareholders

At 30 June 2019, the register of substantial shareholders maintained by the Company under Section 336 of the SFO showed that the following shareholder had an interest of 5% or more in the issued share capital of the Company:

OTHER INFORMATION (Continued)

Long position in ordinary shares of HK\$0.01 each of the Company

Name of shareholder	Capacity/Nature of Interests	Number of Shares held	Percentage of the Company's issued share capital
山西省國有資本投資運營有限公司	Interest in a controlled corporation	965,565,995 ^(Note)	27.09%
山西大地環境投資控股有限公司	Interest in a controlled corporation	965,565,995 ^(Note)	27.09%
山西省環境保護基金有限公司	Interest in a controlled corporation	965,565,995 ^(Note)	27.09%
山西省環境集團有限公司	Interest in a controlled corporation	965,565,995 ^(Note)	27.09%
Dadi International Holdings Co., Ltd	Beneficial owner	965,565,995 ^(Note)	27.09%

Note:

Dadi International Holdings Co., Ltd is beneficially and wholly-owned by 山西省環境集團有限公司, which is in turn beneficially and wholly-owned by 山西省環境保護基金有限公司, which is in turn beneficially and wholly-owned and 99.98% owned by 山西大地環境投資控股有限公司, which is in turn beneficially and wholly-owned by 山西省國有資本投資運營有限公司. As such, each of 山西省環境集團有限公司, 山西省環境保護基金有限公司, 山西大地環境投資控股有限公司 and 山西省國有資本投資運營有限公司 is deemed to be interested in the Shares held by Dadi International Holdings Co., Ltd.

Save as disclosed above, at 30 June 2019, the Company has not been notified by any persons (other than the Directors and chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which were to be recorded in the register required to be kept under Section 336 of the SFO and/or who were directly or indirectly 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.

Competing Interest

At 30 June 2019, none of the Directors, the controlling shareholders nor their respective associates had an interest in any business which competes or may compete with the business of the Group pursuant to Rule 11.04 of the GEM Listing Rules.

OTHER INFORMATION *(Continued)*

Purchase, Sale or Redemption of Listed Securities of the Company

The Company has not redeemed any of its listed securities during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the three months ended 30 June 2019.

Audit Committee

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting system, risk management and internal control systems of the Group. The audit committee comprises three independent non-executive Directors and one non-executive Director namely, Mr. Law Yui Lun, Dr. Zhang Wei, Dr. Li Zhan and Mr. Zhang Xiongfeng. The audit committee has reviewed the Group's unaudited consolidated financial statements for the three months ended 30 June 2019.

Board of Directors

At the date of this report, the executive directors are Mr. Qu Zhongrang, Mr. Fu Yuanhong and Mr. Wu Xiaoming; the non-executive directors are Mr. Zhang Honghai and Mr. Zhang Xiongfeng; and the independent non-executive directors are Dr. Zhang Wei, Dr. Li Zhan and Mr. Law Yui Lun.

By Order of the Board
Dadi International Group Limited
Fu Yuanhong
Chairman

Hong Kong, 13 August 2019