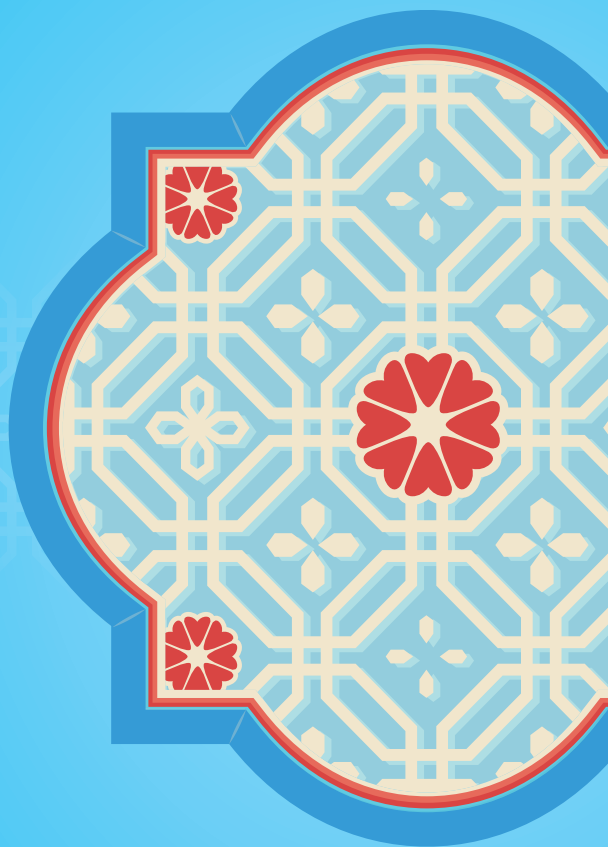


CHINA FORTUNE INVESTMENTS

中國幸福投資

Third Quarterly Report
2018



中國幸福投資(控股)有限公司
China Fortune Investments (Holding) Limited

CHINA FORTUNE INVESTMENTS (HOLDING) LIMITED
(Incorporated in the Cayman Islands with Limited Liability)
(Stock code: 8116)

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 high 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 the 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.

Hong Kong Exchange and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of China Fortune Investments (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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) 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.

FINANCIAL HIGHLIGHT

- Recorded an unaudited turnover of the Group from continuing operations approximately HK\$174.92 million for the nine months ended 30 September 2018 and HK\$161.97 million for the nine months ended 30 September 2017. Gross profit from continuing operations is approximately HK\$37.51 million in 2018 and approximately HK\$52.46 million in 2017;
- Recorded an unaudited loss attributable to the equity holders of the Company amounted to approximately HK\$287.70 million for the nine months ended 30 September 2018;
- The Directors do not recommend the payment of a dividend for the nine months ended 30 September 2018.

The board of directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2018, together with the unaudited comparative figures for the corresponding period in last year, are as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2018

	NOTES	(Unaudited) Three months ended 30 September		(Unaudited) Nine months ended 30 September	
		2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Continuing operations					
Revenue	2	53,000	43,908	174,918	161,970
Cost of sales		(41,801)	(30,095)	(137,409)	(109,507)
Gross profit		11,199	13,813	37,509	52,463
Other income and gains, net	2	1,061	305	3,352	3,378
Administrative expenses		(9,155)	(8,015)	(29,341)	(24,965)
Finance costs		(10,575)	(3,837)	(30,226)	(21,334)
(Loss)/profit before income tax expenses from continuing operations		(7,470)	2,266	(18,706)	9,542
Income tax expenses	3	(1,162)	(753)	(4,171)	(6,090)
(Loss)/profit for the period from continuing operations		(8,632)	1,513	(22,877)	3,452
Discontinued operations					
(Loss)/profit for the period from discontinued operations		(1,899)	–	23,262	–
Loss on de-consolidation of subsidiaries	6	(288,084)	–	(288,084)	–
(Loss)/profit for the period from discontinued operations		(289,983)	–	(264,822)	–
(Loss)/profit for the period		(298,615)	1,513	(287,699)	3,452
(Loss)/profit for the period attributable to:					
Owners of the Company		(298,617)	1,521	(287,702)	3,483
Non-Controlling interests	2	2	(8)	3	(31)
		(298,615)	1,513	(287,699)	3,452

NOTES	(Unaudited) Three months ended 30 September 2018		(Unaudited) Nine months ended 30 September 2018	
	HK\$'000	2017 HK\$'000	HK\$'000	2017 HK\$'000
(Loss)/profit for the period	(298,615)	1,513	(287,699)	3,452
Other comprehensive expenses: <i>Items that maybe subsequently reclassified to profit or loss:</i>				
Exchange differences on translation reserve	3,807	-	3,943	-
Release of foreign currency translation reserve upon deconsolidation of subsidiaries	(4,648)	-	(4,648)	-
Other comprehensive expenses for the period, net of tax	(841)	-	(705)	-
Total comprehensive (expenses)/income for the period	(299,456)	1,513	(288,404)	3,452
(Loss)/profit attributable to:				
Shareholders of the Company	(299,458)	1,521	(288,407)	3,483
Non-controlling interest	2	(8)	3	(31)
	(299,456)	1,513	(288,404)	3,452
(Loss)/earnings per share attributable to Shareholder of the Company				
From continuing and discontinued operations Basic and diluted <i>(HK cents per share)</i>	(9.85)	0.05	(9.49)	0.13
From continuing operations Basic and diluted <i>(HK cents per share)</i>	(0.28)	0.05	(0.75)	0.13

4

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2018 (Unaudited)

	Share capital	Share premium	Merger reserve	Statutory surplus reserve	Convertible bonds equity reserve	Exchange currency translations reserve	Accumulated losses	Non-Controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Nine months ended									
30 September 2018									
At 1 January 2018	15,156	1,995,281	(46,815)	207	49,267	705	(1,617,993)	370	396,178
Exchange difference on translation of foreign operations	-	-	-	-	-	3,943	-	-	3,943
Release of foreign currency translation reserve on deconsolidation of subsidiaries	-	-	-	-	-	(4,648)	-	-	(4,648)
Issue of convertible bonds	-	-	-	-	7,551	-	-	-	7,551
Redemption of convertible bonds	-	-	-	-	(2,687)	-	2,687	-	-
Deconsolidated of subsidiaries	-	-	-	(207)	-	-	207	-	-
Total comprehensive (expenses)/income	-	-	-	-	-	-	(287,702)	3	(287,699)
At 30 September 2018	15,156	1,995,281	(46,815)	-	54,131	-	(1,902,801)	373	115,325
Nine months ended									
30 September 2017									
At 1 January 2017	11,965	1,773,338	(46,815)	-	88,804	-	(1,621,678)	486	206,100
Conversion of convertible bonds	3,191	221,949	-	-	(85,175)	-	-	-	139,965
Issue of convertible bonds	-	-	-	-	2,687	-	-	-	2,687
Redemption of convertible bonds	-	-	-	-	(1,432)	-	1,432	-	-
Total comprehensive income/(expenses)	-	-	-	-	-	-	3,483	(81)	3,452
At 30 September 2017	15,156	1,995,287	(46,815)	-	4,884	-	(1,616,763)	455	352,204

Notes:

1. Basis of preparation and principal accounting policies

The unaudited consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong, Accounting Standards and Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the GEM Listing Rules. They have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair value.

The accounting policies and method of computation used in preparing the unaudited consolidated results are consistent with those used in the audited financial statements for the year ended 31 December 2017. The condensed consolidated results have not been audited by the Company’s auditors, but have been reviewed by the Company’s audit committee.

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ⁵
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 & HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 15	Clarifications to HKFRS 15 ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 40	Investment Property ¹
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ²

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate

⁵ Effective for annual periods beginning on or after 1 January 2021

1. Basis of preparation and principal accounting policies (continued)

The Group is in the process of making an assessment of the potential impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

2. Revenue, other income and gains, net

Revenue, which is also the Group's turnover, represents (i) the net invoiced value of goods sold, after allowances for returns, trade discounts, value added tax and consumption tax, and (ii) provision of money lending service.

An analysis of the revenue, other income and gains, net, as follows:

	(Unaudited) Three months ended 30 September		(Unaudited) Nine months ended 30 September	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Revenue				
Continuing operations				
Wine and Cigar business	10,690	38,506	45,133	146,241
Golf business	6,663	5,402	23,421	15,729
Watch & Jewelleries business	35,197	–	105,014	–
Money lending	450	–	1,350	–
	53,000	43,908	174,918	161,970
Other income and gains, net				
Bank interest income	–	–	–	2
Others	1,061	305	3,352	3,376
	1,061	305	3,352	3,378
Total revenue	54,061	44,213	178,270	165,348

3. Income tax expenses

The amount of taxation charged to the condensed consolidated statement of comprehensive income represents:

	(Unaudited) Three months ended 30 September		(Unaudited) Nine months ended 30 September	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Continuing operations:				
Hong Kong profits tax	1,162	753	4,171	6,090

Notes:

Hong Kong profits tax has been provided at the rate of 16.5% on estimated assessable profits arising in Hong Kong during the period.

4. (Loss)/earnings per share

From continuing and discontinued operations

The calculation of the basic and diluted earnings per share are based on:

	(Unaudited) For the nine months ended 30 September	
	2018 HK\$'000	2017 HK\$'000
(Loss)/profit for the period		
(Loss)/profit for the period attributable to owners of the Company	(287,702)	3,483
Effect of dilutive potential ordinary share: Interest on convertible bonds (net of tax)	20,326	21,334
(Loss)/profit for the purpose of diluted earnings per share	(267,376)	24,817

4. (Loss)/earnings per share (continued)
From continuing and discontinued operations (continued)

	(Unaudited) As at 30 September	
	2018	2017
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	3,031,101,766	2,676,865,072
Effect of dilutive potential ordinary share:		
Convertible bonds	1,119,022,375	650,174,865
Weighted average number of ordinary shares for the purpose of diluted earnings per share	4,150,124,141	3,327,039,937

From continuing operations

	(Unaudited) For the nine months ended 30 September	
	2018	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
(Loss)/profit for the period		
(Loss)/profit for the period attributable to owners of the Company	(22,877)	3,483
Effect of dilutive potential ordinary share:		
Interest on convertible bonds (net of tax)	20,326	21,334
(Loss)/profit for the purpose of diluted earnings per share	(2,551)	24,817

5. **Dividend**

The Board does not recommend the payment of a dividend for the nine months ended 30 September 2018 (2017: Nil).

6. Deconsolidation of Subsidiaries

As disclosed in the Business Review and Outlook section below, due to the obstructions faced by the Company in exercising control over, and gathering information and documents regarding, the De-consolidated Subsidiaries, the Company regard that it has lost control over the De-consolidated Subsidiaries. Under these circumstances, the directors have not been able to obtain complete documentary information to satisfy themselves regarding the accounting treatments in respect of those transactions for the period ended 30 September 2018. As such, the results, assets and liabilities of the De-consolidated Subsidiaries have not been included into the consolidated financial statements of the Group since 1 September 2018.

	<i>HK\$'000</i>
Property, plant and equipment	39,883
Goodwill	161,961
Deferred tax assets	239
Other intangible asset – brand name	41,047
Other receivables, deposits and prepayments	169,724
Cash and cash equivalents	9,877
Accruals, other payables and deposits received	(75,180)
Tax payable	(6,519)
Bank borrowings	(4,559)
Deferred tax liabilities	(10,262)
Contingent consideration payable	(42,775)
	<hr/>
Net assets deconsolidated	283,436
Release of foreign currency translation reserve	4,648
	<hr/>
Loss on deconsolidation of subsidiaries, net	<u>288,084</u>

7. Comparative figures

Certain comparative figures have been reclassified to conform with current year's presentation.

BUSINESS REVIEW AND OUTLOOK

Wine, Cigar and Golf products retail and trading business and trading of internationally renowned watch brands and luxury and prestigious jewelleries in Hong Kong

Maxpark Enterprises Limited (“Maxpark”) and its subsidiaries (collectively “Maxpark Group”) engages in the retail and trading business of wine, cigar and golf products and trading of internationally renowned watch brands and luxury and prestigious jewelleries through 6 direct subsidiaries all of which are incorporated in Hong Kong, namely Queensway Wine International Limited, Queensway Wine (Hong Kong) Limited, Queensway Golf International Limited, Mass Fortune (Asia) Limited and Kasco (Hong Kong) Limited (“HK Subsidiaries”), Queensway Watch & Jewellery Limited (“Queensway Watch”). Kasco (Hong Kong) Limited is a direct subsidiary of Maxpark and held as to 90.5% by Maxpark and 9.5% by an Independent Third Party.

Wine and cigar business

I Products

Maxpark Group sells a wide variety of wine products including red wine, white wine, champagne, whisky and other liquors and spirits, with particular focus on premium red wine produced from the leading wineries in France, namely Château Lafite Rothschild in Pauillac, Château Latour in Pauillac, Château Margaux in Margaux, Château Haut-Brion in Pessac-Léognan and Château Mouton Rothschild in Pauillac. The origin of the wine are mainly from France, the United States and Italy. Maxpark Group also sells cigar and tobacco which are considered to be complementary to the needs of the customers for the wine products.

II Suppliers

Maxpark Group sources its wine products from both overseas and local wine distributors and merchants. Overseas suppliers include wine distributors and merchants for leading wineries in France, United Kingdom, United States, Italy, Chile and Australia. Maxpark Group obtains its supplies for cigar and tobacco products from local distributors.

III Customers

The customers for Maxpark Group’s wine products include corporations engaging in entertainment, travel, restaurants and luxury products businesses and high net-worth individuals.

IV Storage

Maxpark Group’s wine inventory are stored either at its retail shop or at external warehouses which are equipped with automatic air-conditioning system to control the humidity and temperature of the storage environment.

Golf business

I Products

Maxpark Group sells a wide range of golf related products including golf club, ball, shoes, glove, clothing and other accessories of various reputable brands from different countries.

II Suppliers

Maxpark Group mainly sources its golf products from local distributors with the exception of “Kasco” brand products which are sourced directly from Kasco’s Japan and Taiwan office. Maxpark Group is the sole distributor in Hong Kong of “Kasco” brand golf products. “Kasco” is a well-known Japanese golf brand with over 50 years’ history. Maxpark Group will also source products from overseas suppliers according to customers’ needs.

III Customers

The customers for Maxpark Group’s golf products include individual retail customers, local corporate customers such as banks and large corporations. Wholesale customers are mainly local golf clubs and golf retail shops.

Wine, Cigar and Golf products retail stores

Maxpark Group currently operates one shop for retail of wine products, cigar and tobacco and one shop for retail of golf products. The two shops are leased properties located next to each other at Shun Tak Centre, Sheung Wan, Hong Kong and occupy a total gross floor area of approximately 4,100 square feet.

Watch & Jewellery business

I Products

Queensway Watch will focus on high-grade watch products. Tourbillon, Luxury watch or Miniature Painting watch be the initial type of products to source by Queensway Watch.

II Supplier

Queensway Watch will source the watch products mainly from the manufacturer directly in United States and Switzerland. The suppliers including Richard Mille, Audemars Piguet and Bovet 1822 which are the large and well-known luxury watch producer in the market.

III Customers

The customers for Queensway Watch mainly include high net-worth individuals.

Money Lending Business in Hong Kong

China Fortune Investments Finance Limited (“CFI Finance”) is an indirect subsidiary of the Group, which was incorporated in 2016 in Hong Kong. A money lender license was granted to CFI Finance in 2017 in accordance with the Money Lenders Ordinance to carry on money lending business. CFI Finance targets to provide customers with a wide range of loan products and services to meet their financial needs. CFI Finance targets to provide secured loans to customers including individuals and corporations. The money lender license was expired in June 2019.

P2P online credit platform in China

Affluent Grand Limited (“Affluent”) and its subsidiaries (collectively “Affluent Group”) engages in the P2P online lending services in the PRC through its indirect subsidiary 口貨網絡服務股份有限公司 (“OPCO”) after the acquisition completed in November 2017. OPCO provides matching services to borrowers and private lenders.

According to the Company's announcements dated 5 October 2018, 18 October 2018, 16 November 2018, 21 December 2018, 24 January 2019, 8 February 2019, 8 May 2019, and 2 August 2019 in relation to the Group's operation of the P2P online platform and loan facilitation services in China, the Company has set up an investigation committee to investigate into the financial, operational and other affairs of OPCO. An independent investigator was appointed by the investigation committee on 24 January 2019. For details key findings of the independent investigation, please refer to the Company's announcement dated 30 October 2019.

Group's other business

Apart from the above mentioned, the Group had no other significant acquisition or disposal of investments during the nine months ended 30 September 2018.

Furthermore, the Group continues to explore any other new potential investment opportunities to improve the Group's standard performance and returns to its shareholders.

FINANCIAL REVIEW

Revenue

For the nine months period ended 30 September 2018, the unaudited consolidated revenue of the Group from continuing operations was approximately HK\$174.92 million and HK\$161.97 million in the corresponding period in 2017. Gross profit is approximately HK\$37.51 million. The revenue approximately HK\$68.55 million was generated from retail and wholesales of wine, cigar and golf products, approximately HK\$105.02 million was generated from trading of watches & jewellery business, and HK\$1.35 million was generated from loan interest income.

Other revenue

For the nine months ended 30 September 2018, the Group obtained approximately HK\$3.35 million in other revenues from continuing operations. Other revenues mainly comprised of commission income.

Administrative expenses

Administrative expenses from continuing operations increased from approximately HK\$24.97 million for the nine months ended 30 September 2017 to approximately HK\$29.34 million in the corresponding period in 2018. Administrative expenses mainly included salaries and wages, rental expenses and amortisation of intangible assets.

Finance costs

Finance costs from continuing operations increased from HK\$21.33 million for the nine months ended 30 September 2017 to approximately HK\$30.23 million in the corresponding period in 2018. The finance costs were mainly consisted of imputed interest in convertible bonds and interest in promissory notes. The increase of finance costs was mainly attributed to the interest in promissory notes in 2018.

Results of the period

The unaudited loss attributed to shareholders was approximately HK\$287.70 million for the nine months ended 30 September 2018 and unaudited profit attributed to shareholders was approximately HK\$3.48 million in the corresponding period in 2017. The changes in 2018 was mainly attributed to the lost of control in subsidiaries in Chengdu resulting in the loss of disconsolidation on the subsidiaries.

FUND RAISING ACTIVITIES OF THE COMPANY UNDER GENERAL MANDATE

The Group did not have any fund raising activities under general mandate for the nine months ended 30 September 2018.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2018, none of the Directors or the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were 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 and short positions which they were 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) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As at 30 September 2018, so far as is known to the Directors of the Company, the following persons (other than a Director and the chief executive of the Company) had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in the ordinary shares of HK\$0.005 each of the Company

Name of the Shareholders	Type of interest	Number of shares	Number of underlying shares	Total number of shares and underlying shares	Approximate percentage of issued share capital
Shiny Valour Limited (Note 1)	Beneficial	152,000,000	–	152,000,000	5.01%
New League Limited (Note 2)	Beneficial	119,200,000	238,095,238	357,295,238	11.79%
Radiant Thrive Enterprises Limited (Note 2)	Beneficial	201,470,398	–	201,470,398	6.65%
Tai Quan Enterprises Limited (Note 3)	Beneficial	–	242,424,242	242,424,242	8.00%
Extreme Rich Corporate Development Limited (Note 4)	Beneficial	–	242,424,242	242,424,242	8.00%

Notes:

1. Shiny Valour Limited is wholly owned by Yao Yi Yi who is deemed to be interested in the shares.
2. New League Limited is wholly owned by Radiant Thrive Enterprises Limited which is deemed to be interested in the shares. Radiant Thrive Enterprises Limited is wholly owned by Zhang Cheng Cheng who is deemed to be interested in the shares.
3. Tai Quan Enterprises Limited is wholly owned by Zhao Xin who is deemed to be interested in the shares.
4. Extreme Rich Corporate Development Limited is wholly owned by Ren Wei who is deemed to be interested in the shares.

Save as disclosed above, as at 30 September 2018, the Directors were not aware of any other person (other than the Directors or the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

SHARE OPTION SCHEME

The Company adopted a new share option scheme on 16 June 2017 (“the Scheme”), which became effective for a period of 10 years commencing on 16 June 2017. Under the Scheme, the Directors of the Company may at their discretion grant options to any eligible person to subscribe for the shares of the Company (“Share”) at the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; (ii) the average closing price of the Share as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share. The offer of a grant of option shall remain open for acceptance within 28 days from the date of offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of the option. The exercise period of the option must not be more than 10 years from the date of grant of the option.

The Company operates the Scheme for the purpose of advancing the interests of the Company and its shareholders by enabling the Company to grant options to attract, retain and reward any eligible persons which include any director of the Group, any employee of the Group, any consultant, adviser, agent, supplier, customer, business partner or shareholder of the Group for their contribution or potential contribution to the Group.

The total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes in force from time to time must not in aggregate exceed 30% of the Shares in issue from time to time.

The total number of Shares which may be issued upon exercise of all options to be granted under the Scheme shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution adoption the Scheme.

As at 30 September 2018, no share options were outstanding.

COMPETING INTERESTS

The Directors of the Company are not aware of, as at 30 September 2018, any business or interests of each of the Directors of the Company, management shareholders and their respective associates (as defined in the GEM Listing Rules) of each that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions (the "Code") as set out in the Corporate Governance Code as set out in Appendix 15 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules"). The principles adopted by the Company emphasis a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the period ended 30 September 2018.

AUDIT COMMITTEE

The audit committee has been established since July 2000 with defined terms of reference, which are of no less exacting terms than those set out in the Code on Corporate Governance Code of the GEM Listing Rules, to review the Group's financial reporting, internal controls, and corporate governance and risk management matters and to make relevant recommendations to the Board.

The audit committee comprises three Independent Non-executive Directors of the Company, namely Mr. Lee Chi Hwa Joshua (Chairman), Mr. Xu Jingan and Mr. Chang Jun. The Group's unaudited results for the nine months ended 30 September 2018 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with applicable accounting standards and requirements and that adequate disclosures have been made.

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 nine months ended 30 September 2018.

On behalf of the Board

CHINA FORTUNE INVESTMENTS (HOLDING) LIMITED

Cheng Chun Tak

Chairman

Hong Kong, 1 November 2019

As at the date of this report, the Board comprises three executive Directors, namely Mr. Cheng Chun Tak (Chairman), Mr. Stephen William Frostick and Ms. Li Ka Ki, one non-executive Director, namely Mr. Huang Shenglan and three independent non-executive Directors, namely Mr. Chang Jun, Mr. Xu Jingan and Mr. Lee Chi Hwa Joshua.