

CFHL

Capital Finance Holdings Limited

首都金融控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8239)

THIRD QUARTERLY REPORT
2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “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 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.

Hong Kong Exchanges and Clearing Limited and the 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 (the “**Directors**”) of Capital Finance Holdings 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 Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

The board of directors (the “**Board**”) of Capital Finance Holdings Limited (the “**Company**”) is pleased to report the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three and nine (the “**Period**”) months ended 30 September 2019 together with the comparative figures in 2018 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three months and nine months ended 30 September 2019

	Note	Three months ended 30 September		Nine months ended 30 September	
		2019	2018	2019	2018
		(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
Revenue	4	12,164	29,374	42,129	66,489
Other income, and other gains and losses, net	4	96	451	1,056	908
Administrative and other expenses (Charge of)/Reversal of allowance for expected credit losses (“ECLs”) on loans to customers		(9,147)	(8,248)	(27,368)	(24,202)
Finance costs	5	(25,931)	(4,423)	(34,455)	9,230
Fair value gains on investment property		–	–	933	–
(Loss)/Profit before income tax	6	(34,981)	4,942	(54,600)	16,895
Income tax credit/(expense)	7	4,538	(3,033)	1,898	(12,047)
(Loss)/Profit for the period		(30,443)	1,909	(52,702)	4,848
Attributable to:					
Owners of the Company		(30,728)	1,894	(56,424)	2,790
Non-controlling interests		285	15	3,722	2,058
		(30,443)	1,909	(52,702)	4,848
(Loss)/Earnings per share attributable to owners of the Company	9				
– Basic and diluted (Hong Kong cents)		(2.36)	0.15	(4.34)	0.21

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2019

	Three months ended 30 September		Nine months ended 30 September	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
(Loss)/Profit for the period	(30,443)	1,909	(52,702)	4,848
Other comprehensive expense for the period				
<i>Item that will be reclassified to profit or loss:</i>				
– Exchange differences on translation of financial statements of foreign operations	(16,554)	(20,789)	(18,022)	(28,483)
Total other comprehensive expense for the period, net of tax	(16,554)	(20,789)	(18,022)	(28,483)
Total comprehensive expense for the period	(46,997)	(18,880)	(70,724)	(23,635)
Attributable to:				
Owners of the Company	(46,761)	(18,244)	(73,918)	(24,754)
Non-controlling interests	(236)	(636)	3,194	1,119
	(46,997)	(18,880)	(70,724)	(23,635)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2019

	Reserves									Equity attributable to owners of the Company	Non-controlling interests	Total
	Issued capital	Share premium	Contributed surplus	Capital reserve	Exchange reserve (debit)	Convertible bonds reserve	FVTOCI reserve	Statutory reserve	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 31 December 2018 as originally presented	13,012	616,828	131,109	120,794	(75,051)	713,306	(1,093)	22,367	(1,630,751)	(89,479)	12,402	(77,077)
Initial adoption of HKFRS 16 (Note 1)	-	-	-	-	-	-	-	-	(200)	(200)	(5)	(205)
Restated as at 1 January 2019	13,012	616,828	131,109	120,794	(75,051)	713,306	(1,093)	22,367	(1,630,951)	(89,679)	12,397	(77,282)
(Loss)/Profit for the period	-	-	-	-	-	-	-	-	(56,424)	(56,424)	3,722	(52,702)
Other comprehensive expense												
Item that will be reclassified to profit or loss												
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	(17,494)	-	-	-	-	(17,494)	(528)	(18,022)
Total other comprehensive expense for the period	-	-	-	-	(17,494)	-	-	-	-	(17,494)	(528)	(18,022)
Total comprehensive (expense)/income for the period	-	-	-	-	(17,494)	-	-	-	(56,424)	(73,918)	3,194	(70,724)
Deemed capital contribution arising from liability portion of convertible bonds (Note 2)	-	-	-	159,955	-	-	-	-	-	159,955	-	159,955
Extinguishment of the 2019 and 2020 CB (Note 2)	-	-	-	-	-	(713,306)	-	-	713,306	-	-	-
Recognition of the 2022 and 2023 CB (Note 2)	-	-	-	-	-	10,978	-	-	(10,978)	-	-	-
At 30 September 2019 (Unaudited)	13,012	616,828	131,109	280,749	(92,545)	10,978	(1,093)	22,367	(985,047)	(3,642)	15,591	11,949

Notes:

- Upon the adoption of HKFRS 16 "Leases" on 1 January 2019, the accumulated impact of HK\$200,000 was recorded as an adjustment to the accumulated losses as at 1 January 2019, including HK\$5,395,000 depreciation on right-of-use assets, HK\$515,000 interest expenses on lease liabilities and HK\$5,710,000 reversal of operating lease expenses.
- On 20 February 2019, the Company executed the amendment deeds, to extend the maturity date of the 2019 CB (as defined in Interim Report 2019) by 3 years from 24 June 2019 to 24 June 2022 ("**2022 CB**"), and the 2020 CB (as defined in Interim Report 2019) by 3 years from 5 February 2020 to 5 February 2023 ("**2023 CB**") (i.e. the Alteration). Save for the aforesaid Alteration, all other terms and condition of the 2019 CB and 2020 CB shall remain unchanged. The Alteration constituted a significant modification and was accounted for as an extinguishment of the 2019 CB and 2020 CB and the recognition of the 2022 CB and 2023 CB. In light of the terms of the 2022 CB and 2023 CB, the Company reassessed, as at the date of the Alteration, the fair values of the 2022 CB and 2023 CB. The net effect on liability component of the Alteration is a deemed capital contribution of HK\$159,955,000 recognised in equity while the net effect on equity component of the Alteration is a gain of HK\$702,328,000 transfer from convertible bonds reserve to accumulated losses. Details of the Alteration are set out in the Company's announcements dated 20 February 2019 and 7 May 2019, and the circular of the Company dated 30 March 2019.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

For the nine months ended 30 September 2018

	Reserves								Accumulated losses	Equity attributable to owners of the Company	Non-controlling interests	Total
	Issued capital	Share premium	Contributed surplus	Capital reserve	Exchange reserve (debit)	Convertible bonds reserve	FVTOCI reserve	Statutory reserve				
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 December 2017												
as originally presented	13,012	616,828	131,109	120,794	(48,927)	713,306	-	21,042	(1,543,282)	23,882	16,225	40,107
Initial adoption of HKFRS 9 (Note)	-	-	-	-	-	-	(1,123)	-	(56,519)	(57,642)	(1,244)	(58,886)
Restated as at 1 January 2018	13,012	616,828	131,109	120,794	(48,927)	713,306	(1,123)	21,042	(1,599,801)	(33,760)	14,981	(18,779)
Profit for the period	-	-	-	-	-	-	-	-	2,790	2,790	2,058	4,848
Other comprehensive expense												
Item that will be reclassified to profit or loss												
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	(27,544)	-	-	-	-	(27,544)	(939)	(28,483)
Total other comprehensive expense for the period	-	-	-	-	(27,544)	-	-	-	-	(27,544)	(939)	(28,483)
Total comprehensive (expense)/ income for the period	-	-	-	-	(27,544)	-	-	-	2,790	(24,754)	1,119	(23,635)
At 30 September 2018 (Unaudited)	13,012	616,828	131,109	120,794	(76,471)	713,306	(1,123)	21,042	(1,597,011)	(58,514)	16,100	(42,414)

Note: Upon the adoption of HKFRS 9 'Financial Instruments' on 1 January 2018, the accumulated impact of HK\$56,519,000 was recorded as an adjustment to the accumulated losses as at 1 January 2018, including charge of allowance for ECLs and written off relating to loans to customers of HK\$71,547,000, net of the corresponding deferred tax assets of HK\$15,208,000, and written off relating to trade receivables of HK\$180,000.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Capital Finance Holdings Limited (the “**Company**”) was previously incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and continues as an exempted company with limited liability in accordance with the Bermuda Companies Act 1981 upon the change of domicile of the Company from the Cayman Islands to Bermuda becoming effective on 30 November 2009, and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Exchange**”). The address of its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is at Unit 2613A, 26/F., Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong.

During the Period, the Company is principally engaged in investment holding. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the provision of short-term financing services in the People’s Republic of China (the “**PRC**”) and Hong Kong (“**Short-term Financing Services**”).

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

2.1 Basis of Preparation

The unaudited condensed consolidated third quarterly financial statements of the Group for the three and nine months ended 30 September 2019 (the “**Third Quarterly Financial Statements**”) have been prepared in accordance with the applicable disclosure requirements of the Hong Kong Companies Ordinance and Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Exchange (the “**GEM Listing Rules**”).

The Third Quarterly Financial Statements have been prepared under the historical cost basis except where otherwise described below. The Third Quarterly Financial Statements were presented in Hong Kong dollars (“**HK\$**”). All values are rounded to the nearest thousand except when otherwise indicated.

The Third Quarterly Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performances of the Group since 31 December 2018, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”) which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). They shall be read in conjunction with the Group’s audited financial statements for the year ended 31 December 2018 (the “**Annual Report**”).

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.1 *Basis of Preparation (Continued)*

The preparation of Third Quarterly Financial Statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The Third Quarterly Financial Statements have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee (the "Audit Committee").

2.2 *Principal Accounting Policies*

The Third Quarterly Financial Statements have been prepared in accordance with the same accounting policies adopted in the Annual Report except for the initial adoption of HKAS 40 "Investment Property", details of which are described in Note 2.3, the adoption of the standards, amendments and interpretation issued by the HKICPA mandatory for the annual periods beginning on 1 January 2019.

There have been no significant changes to the accounting policies applied in the Third Quarterly Financial Statements as a result of adoption of these amendments except for the adoption of HKFRS 16 "Leases", details of which are described in Note 2.4.

2.3 *HKAS 40 Investment Property*

Investment properties are land and/or building held to earn rentals and/or for capital appreciation. An investment property (including property that is being constructed or developed for future use as investment property) is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in consolidated statement of profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in consolidated statement of profit or loss.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.4 HKFRS 16 Leases

The Group has applied HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on 1 January 2019.

Before the adoption of HKFRS 16, commitments under operating leases for future periods were not recognised by the Group as liabilities. Operating lease payments were recognised in the consolidated statement of profit or loss over the lease period on a straight-line basis.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group’s incremental borrowing rate as of 1 January 2019.

Right-of-use assets are measured at their carrying amount as if HKFRS 16 had been applied since the commencement date, discounted using the Group’s incremental borrowing rate at the date of initial adoption. The weighted average lessee’s incremental borrowing rate applied to lease liabilities on 1 January 2019 was 4.14%.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset’s useful life and the lease term on a straight-line basis.

In contrast to the lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As a result of the changes in the Group’s accounting policy about the opening consolidated statement of financial position had to be restated.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.4 HKFRS 16 Leases *(Continued)*

The following table shows the adjustment recognised to each of the line items affected. Line items were not affected by the changes have not been included.

Statement of financial position (extract)	31 December 2018 As originally presented HK\$'000	Effect of adoption of HKFRS 16 HK\$'000	1 January 2019 restated HK\$'000
Non-current assets			
Right-of-use assets	–	7,963	7,963
Total non-current assets	37,302	7,963	45,265
Current assets			
Prepayments, deposits and other receivables	2,963	(1,076)	1,887
Total current assets	496,477	(1,076)	495,401
Non-current liabilities			
Lease liabilities	–	4,048	4,048
Total non-current liabilities	203,276	4,048	207,324
Current liabilities			
Lease liabilities	–	3,044	3,044
Total current liabilities	407,580	3,044	410,624
Accumulated losses	(1,630,751)	(200)	(1,630,951)
Non-controlling interest	12,402	(5)	12,397
Capital deficiency	(77,077)	(205)	(77,282)

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.4 HKFRS 16 Leases *(Continued)*

The total impact on the Group's accumulated losses as at 1 January 2019 is as follows:

	HK\$'000
Closing accumulated losses as at 31 December 2018	1,630,751
Increase in depreciation of right-of-use assets	
– land and buildings	5,395
Increase in interest expenses on lease liabilities	515
Decrease in minimum lease payments under operating leases for land and buildings	(5,710)
	<hr/>
Opening accumulated losses as at 1 January 2019	1,630,951

3. SEGMENT INFORMATION

HKFRS 8, Operating Segments, requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker, for the purpose of resources allocation and performance assessment of the Group's various lines of business and geographical locations.

Executive directors have determined that the Group has only one single business component/reportable segment as the Group is only engaged in the Short-term Financing Services comprises pawn loan business, micro-financing business, entrusted loan business and financial consultancy business in the PRC and Hong Kong, which is the basis to allocate resources and assets performance. As this is the only operating segment of the Group, no further analysis for segment information is presented.

In determining the Group's geographical segments, revenues and results are based on the location in which the customer is located.

All the Group's revenue are derived from PRC during the nine months ended 30 September 2019 and 30 September 2018.

4. REVENUE, OTHER INCOME, AND OTHER GAINS AND LOSSES, NET

	Three months ended 30 September		Nine months ended 30 September	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Revenue:				
Interest income from loans to customers	12,160	17,753	42,033	53,958
Financial consultancy income	4	11,621	96	12,531
<hr/>				
Short-term financing services income, net	12,164	29,374	42,129	66,489
<hr/>				
Other income, and other gains and losses, net				
Foreign exchange loss, net	(304)	(350)	(312)	(471)
Bank interest income	230	292	979	807
(Loss)/Gain on disposal of property, plant and equipment	–	(1)	41	33
Rental income from investment property	7	–	14	–
Sundry income	163	510	334	539
<hr/>				
	96	451	1,056	908
<hr/>				

5. FINANCE COSTS

	Three months ended 30 September		Nine months ended 30 September	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Effective interest expenses on:				
– Convertible bonds	11,664	11,771	35,389	34,215
– Promissory notes	445	441	1,327	1,315
– Lease liabilities	54	–	179	–
<hr/>				
	12,163	12,212	36,895	35,530
<hr/>				

6. (LOSS)/PROFIT BEFORE INCOME TAX

The Group's (loss)/profit before income tax is arrived at after charging the following:

	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Staff costs (excluding Directors' emoluments)				
Salaries, allowance and other benefits	3,316	3,420	10,113	9,087
Pension scheme contributions	524	524	1,505	1,412
Auditor's remuneration	202	251	764	680
Minimum lease payments under operating leases for land and buildings	–	822	–	3,053
Depreciation of property, plant and equipment	133	139	418	484
Depreciation of right-of-use assets – land and buildings	794	–	2,429	–

7. INCOME TAX (CREDIT)/EXPENSE

The amount of income tax (credit)/expense in the unaudited condensed consolidated statement of profit or loss represents:

	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current income tax				
PRC				
Current tax charge for the period	1,926	3,465	6,491	9,426
(Over)/Under-provision in respect of prior periods	(3)	5	201	(228)
	1,923	3,470	6,692	9,198
Withholding tax on dividends	–	639	1,136	1,132
Deferred tax (credit)/expense	(6,461)	(1,076)	(9,726)	1,717
Income tax (credit)/expense	(4,538)	3,033	(1,898)	12,047

7. INCOME TAX (CREDIT)/EXPENSE *(Continued)*

The Company is subject to income tax on an entity basis on profits arising in or derived from the jurisdiction in which entities in the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax under these jurisdictions.

For the nine months ended 30 September 2019, no provision for Hong Kong Profits Tax has been made as the Group had no assessable profit arising in Hong Kong (2018: Nil).

The subsidiaries of the Group established in the PRC save for below are subject to enterprise income tax ("EIT") of the PRC at 25% (2018: 25%). Pursuant to the relevant laws and implementation rules announced by the People's Government of the Tibet Autonomous Region, Lhasa Jiade Financial Consultant Company Limited ("Lhasa"), a subsidiary of the Group established in Tibet of the PRC is subject to the EIT at 15% (2018: 15%).

Dividend distribution out of profit of foreign-invested enterprises earned in the PRC subsequent to 1 January 2008 is subject to withholding income tax at a tax rate of 10% (2018: 10%).

8. DIVIDEND

The Directors do not recommend for payment of a dividend for the Period (2018: Nil).

9. (LOSS)/EARNINGS PER SHARE

The calculations of basic (loss)/earnings per share for the current and prior periods are based on the (loss)/profit for the periods attributable to the owners of the Company, and the weighted average number of ordinary shares in issue during the current and prior periods.

The calculations of diluted (loss)/earnings per share for the current and prior periods are based on the (loss)/profit for the periods attributable to the owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the current and prior periods and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

For the three and nine months ended 30 September 2019 and three and nine months ended 30 September 2018, as the Company's outstanding convertible bonds had an anti-dilutive effect to the basic (loss)/earnings per share calculation, the conversion of the above potential dilutive shares is not assumed in the computation of diluted (loss)/earnings per share. Therefore, the basic and diluted (loss)/earnings per share for the three and nine months ended 30 September 2019 and three and nine months ended 30 September 2018 are equal.

9. (LOSS)/EARNINGS PER SHARE (Continued)

The calculations of basic and diluted (loss)/earnings per share attributable to owners of the Company are based on the following data:

	Three months ended	
	30 September	
	2019	2018
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000

(Loss)/Profit

(Loss)/Profit attributable to the owners of the Company, used in basic (loss)/earnings per share calculation	(30,728)	1,894
--	----------	-------

Adjustment of (loss)/profit attributable to the owners of the Company:

Interest saving of the convertible bonds	—*	—*
--	----	----

(Loss)/Profit attributable to the owners of the Company, used in the diluted (loss)/earnings per share calculation	(30,728)	1,894
--	----------	-------

	Three months ended	
	30 September	
	2019	2018
	(Unaudited)	(Unaudited)
	'000	'000

Share

Weighted average number of ordinary shares for basic (loss)/earnings per share calculation	1,301,118	1,301,118
--	-----------	-----------

Effect of dilutive potential ordinary shares:

Conversion of convertible bonds	—*	—*
---------------------------------	----	----

Weighted average number of ordinary shares for diluted (loss)/earnings per share calculation	1,301,118	1,301,118
--	-----------	-----------

* No adjustment/effect considered due to anti-dilutive effects

9. (LOSS)/EARNINGS PER SHARE (Continued)

	Nine months ended 30 September	
	2019	2018
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000

(Loss)/Profit

(Loss)/Profit attributable to the owners of the Company, used in basic (loss)/earnings per share calculation	(56,424)	2,790
Adjustment of (loss)/profit attributable to the owners of the Company:		
Interest saving of the convertible bonds	—*	—*
(Loss)/Profit attributable to the owners of the Company, used in the diluted (loss)/earnings per share calculation	(56,424)	2,790

	Nine months ended 30 September	
	2019	2018
	(Unaudited)	(Unaudited)
	'000	'000

Share

Weighted average number of ordinary shares for basic (loss)/earnings per share calculation	1,301,118	1,301,118
Effect of dilutive potential ordinary shares:		
Conversion of convertible bonds	—*	—*
Weighted average number of ordinary shares for diluted (loss)/earnings per share calculation	1,301,118	1,301,118

* No adjustment/effect considered due to anti-dilutive effects

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

During the Period, the Group is principally engaged in short-term financing services in the PRC and Hong Kong.

The Group recorded total revenue for the Period of approximately HK\$42,129,000 (2018: approximately HK\$66,489,000), representing a decrease of approximately HK\$24,360,000 as compared with the corresponding period last year.

The administrative and other expenses for the Period has increased by approximately HK\$3,166,000 to approximately HK\$27,368,000 (2018: approximately HK\$24,202,000).

The loss attributable to the owners of the Company for the Period was approximately HK\$56,424,000 (2018: profit attributable to the owners to the Company of approximately HK\$2,790,000). The turnaround from profit to loss was mainly due to the decrease in revenue and the increase in the charge of allowance for expected credit losses on loans to customers as a result of the slowdown in the PRC's economic growth. In view of that, the Group proactively managed its exposure to credit risk on loans to customers and targets to minimise the overall credit risk. The Group put considerable effort in strengthening the credit risk management by reviewing various aspects, including but not limited to current credit assessments and control procedures, customer structure and quality of collaterals. The Board believes that the enhancement of the credit risk control will help to improve the financial performance of the Group.

The Group recorded a deemed capital contribution arising from the liability portion of convertible bonds of approximately HK\$159,955,000 in equity as a result of extension of maturity date of convertible bonds (i.e. the Alteration). Details of the Alteration are set out in the Company's circular dated 30 March 2019, and announcements dated 20 February 2019 and 7 May 2019 respectively.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the Period, the Group did not process any other significant investment, acquisition or disposal of subsidiaries or associated companies.

PROSPECTS

Looking ahead, despite the complicated international and domestic environments, a further deepening reform and opening-up policy will be crucial to China. The Board believes that the development of the financial sector will play an important role to the economy of China. The Board is of the view that small-and-medium-sized enterprises (“SMEs”) will maintain a stable development in line with the overall national economic growth in China. The Group will continue to benefit from the strong demand for short-term financing services by SMEs, and tighten control over financing activities of PRC banks. The Group being a financing services provider in Beijing, the PRC, provides resolution for the predicament of demanding and costly financing problem for SMEs. While maintaining consistent availability of liquidity for the money lending business, the Group will closely monitor its cash position and at the same time will continue to look for opportunities to broaden and diversify our income stream so as to improve the overall operational performance of the Group and maximise the value of shareholders.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2019, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which (i) were required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Positions in the Shares

Name of Director	Capacity	Number of ordinary shares ("Shares") held	Approximate percentage of shareholding in the Company
Mr. Zhang Wei	Beneficial owner	113,763,201	8.74
Ms. Li Wei	Beneficial owner	72,938,000	5.61

Save for disclosed above, as at 30 September 2019, none of the Directors nor the chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to the Model Code (as defined below).

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Period was the Company or any of its subsidiaries a party to any arrangement to enable any of the Directors or the chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate, and none of the Directors, their spouse or their children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the Period.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, as at 30 September 2019, the following companies and persons (other than a director or chief executive of the Company as disclosed under the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures of the Company or any associated corporation" above) had interests in more than 5% of the Company's issued shares:

Long Position in the Shares

Name of substantial shareholder	Number of shares interested			Percentage of the issued share capital of the Company (Note 5)
	Direct interests	Deemed interests	Total interests	
Exuberant Global Limited (Note 1)	1,384,571,429	–	1,384,571,429	106.41
Mr. Dai Di (Note 1)	–	1,384,571,429	1,384,571,429	106.41
Time Prestige Holdings Limited (Note 2)	161,142,857	–	161,142,857	12.38
Mr. Dai Hao (Notes 2 and 3)	–	563,999,999	563,999,999	43.34
Bustling Capital Limited (Note 3)	402,857,142	–	402,857,142	30.96
Ms. Jin Yu (Notes 2 and 3)	–	563,999,999	563,999,999	43.34
Silver Palm Limited (Note 4)	71,428,571	–	71,428,571	5.49
Mr. Zhang Xiaoman (Note 4)	–	71,428,571	71,428,571	5.49

Notes:

- The 1,384,571,429 Shares held by Exuberant Global Limited ("**Exuberant Global**") represent (i) 294,200,000 Shares; and (ii) 1,090,371,429 Shares to be issued upon full conversion of the convertible bonds. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 1,384,571,429 Shares held by Exuberant Global.
- The 161,142,857 Shares held by Time Prestige Holdings Limited ("**Time Prestige**") represent (i) 26,800,000 Shares; and (ii) 134,342,857 Shares to be issued upon full conversion of the convertible bonds. Time Prestige is wholly and beneficially owned by Mr. Dai Hao. Accordingly, Mr. Dai Hao is deemed to be interested in the 161,142,857 Shares. In addition, by virtue of being the spouse of Ms. Jin Yu, Mr. Dai Hao is also deemed to be interested in 402,857,142 Shares held by Bustling Capital Limited ("**Bustling Capital**").
- The 402,857,142 Shares held by Bustling Capital represent (i) 67,000,000 Shares; and (ii) 335,857,142 Shares to be issued upon full conversion of the convertible bonds. Bustling Capital is wholly and beneficially owned by Ms. Jin Yu. Accordingly, Ms. Jin Yu is deemed to be interested in the 402,857,142 Shares. In addition, by virtue of being the spouse of Mr. Dai Hao, Ms. Jin Yu is also deemed to be interested in the 161,142,857 Shares held by Time Prestige.
- Silver Palm Limited ("**Silver Palm**") is wholly and beneficially owned by Mr. Zhang Xiaoman ("**Mr. Zhang**"). Accordingly, Mr. Zhang is deemed to be interested in the 71,428,571 Shares held by Silver Palm.
- The percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 September 2019 (i.e. 1,301,118,056 Shares).

Save as disclosed above, the Directors are not aware of any person who, as at 30 September 2019, had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register kept by the Company under Section 336 of the SFO.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by the Directors on terms no less exacting than the Rules 5.48 to 5.67 (the “**Model Code**”) of the GEM Listing Rules. The Company had made specific enquiries with written guidelines in relation to the Model Code to all Directors and all Directors have confirmed that they complied with the required standards set out in the Model Code throughout the Period.

INTERESTS IN A COMPETING BUSINESS

During the Period, none of the Directors, the controlling shareholders or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) had engaged in any business that competes or might compete with the business of the Group, or had any other conflict of interest with the Group.

PURCHASE, SALE OR REDEMPTION OF COMPANY’S LISTED SECURITIES

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

AUDIT COMMITTEE

The unaudited condensed consolidated financial statements of the Group for the Period have been reviewed by the Audit Committee, which was of the opinion that the preparation of such financial information complied with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements and that adequate disclosures have been made.

By Order of the Board
Capital Finance Holdings Limited
Zhang Wei
Chairman and Executive Director

Hong Kong, 8 November 2019

As at the date of this report, the executive Directors are Mr. Zhang Wei, Ms. Li Wei and Mr. Yang Bo, the non-executive Director is Mr. Zang Wei and the independent non-executive Directors are Mr. Chen Yihua, Mr. Du Hui and Dr. Wong Wing Kuen, Albert.

This report will remain on the “Latest Listed Company Information” page of the GEM website for at least seven days from the date of its posting and on the website of the Company at <http://www.capitalfinance.hk>.