



# 萬桐園

China Wan Tong Yuan (Holdings) Limited

中國萬桐園(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8199

Third Quarterly Report

第三季度報告

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.

*This report, for which the directors (the “Directors”) of China Wan Tong Yuan (Holdings) Limited 中國萬桐園(控股)有限公司 (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: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading or deceptive; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.*

*This report will be available on the Company's website at [www.lfwt.com](http://www.lfwt.com) and will remain on the “Latest Listed Company Information” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

## 香港聯合交易所有限公司 (「聯交所」) GEM之特色

GEM的定位，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帶有較高投資風險。有意投資之人士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聯交所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。

本報告包括之資料乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)之規定而提供有關China Wan Tong Yuan (Holdings) Limited中國萬桐園(控股)有限公司(「本公司」)之資料。本公司之各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所知及所信：(1)本報告所載之資料在各重大方面均屬準確完整，且無誤導成份；(2)本報告並無遺漏其他事實致使本報告所載任何內容產生誤導或欺詐；及(3)本報告所表達之一切意見乃經審慎周詳考慮後始行發表，並以公平合理之基準及假設為依據。

本報告將於本公司網站[www.lfwt.com](http://www.lfwt.com)，並將由刊登日期起計最少7天保留於GEM網站[www.hkgem.com](http://www.hkgem.com)「最新上市公司公告」網頁。

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### *Non-executive Director*

Ms. Zhao Ying (*Chairman*)

#### *Executive Directors*

Ms. Li Xingying

Mr. Huang Guangming

#### *Independent Non-executive Directors*

Mr. Cheung Ying Kwan

Dr. Wong Wing Kuen Albert

Mr. Choi Hon Keung Simon

### COMPLIANCE OFFICER

Mr. Huang Guangming

### AUTHORIZED REPRESENTATIVES

Ms. Li Xingying

Mr. Lam Koon Fai (*CPA, ACCA*)

*(resigned on 21 February 2019)*

Mr. Tang Chun Man Adam (*CPA*)

*(appointed on 21 February 2019)*

### COMPANY SECRETARY

Mr. Lam Koon Fai (*CPA, ACCA*)

*(resigned on 21 February 2019)*

Mr. Tang Chun Man Adam (*CPA*)

*(appointed on 21 February 2019)*

### AUDIT COMMITTEE

Dr. Wong Wing Kuen Albert (*Chairman*)

Mr. Cheung Ying Kwan

Mr. Choi Hon Keung Simon

## 公司資料

### 董事會

#### 非執行董事

趙穎女士(主席)

#### 執行董事

李興穎女士

黃廣明先生

#### 獨立非執行董事

張應坤先生

王永權博士

蔡漢強先生

### 合規主任

黃廣明先生

### 授權代表

李興穎女士

林冠輝先生(*CPA、ACCA*)

*(於2019年2月21日辭任)*

鄧峻文先生(*CPA*)

*(於2019年2月21日獲委任)*

### 公司秘書

林冠輝先生(*CPA、ACCA*)

*(於2019年2月21日辭任)*

鄧峻文先生(*CPA*)

*(於2019年2月21日獲委任)*

### 審核委員會

王永權博士(主席)

張應坤先生

蔡漢強先生

## NOMINATION COMMITTEE

Ms. Zhao Ying (*Chairman*)  
Mr. Cheung Ying Kwan  
Mr. Choi Hon Keung Simon

## 提名委員會

趙穎女士(主席)  
張應坤先生  
蔡漢強先生

## REMUNERATION COMMITTEE

Dr. Wong Wing Kuen Albert (*Chairman*)  
Mr. Cheung Ying Kwan  
Ms. Zhao Ying

## 薪酬委員會

王永權博士(主席)  
張應坤先生  
趙穎女士

## REGISTERED OFFICE

2nd Floor  
The Grand Pavilion Commercial Centre  
802 West Road, P.O. Box 10338  
Grand Cayman KY1-1003  
Cayman Islands

## 註冊辦事處

2nd Floor  
The Grand Pavilion Commercial Centre  
802 West Road, P.O. Box 10338  
Grand Cayman KY1-1003  
Cayman Islands

## HEADQUARTERS IN CHINA

Baganqu North, Economic and  
Technological Development Area  
Langfang, Hebei, PRC

## 中國總部

中國河北省廊坊市  
經濟技術開發區  
八干渠北

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 907B, 9th Floor  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

## 香港主要營業地點

香港  
干諾道中168-200號  
信德中心  
招商局大廈  
9樓907B室

## AUDITORS

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

## 核數師

德勤•關黃陳方會計師行  
執業會計師

## LEGAL ADVISER TO THE COMPANY

Jeffrey Mak Law Firm  
(as to Hong Kong laws)

## 本公司法律顧問

麥振興律師事務所  
(有關香港法律)

## PRINCIPAL BANKER

China Construction Bank

## 主要往來銀行

中國建設銀行

## COMPLIANCE ADVISER

Innovax Capital Limited

## 合規顧問

創陞融資有限公司

## COMPANY WEBSITE

[www.lfwt.com](http://www.lfwt.com)

## 本公司網站

[www.lfwt.com](http://www.lfwt.com)

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

TMF (Cayman) Ltd.  
2nd Floor  
The Grand Pavilion Commercial Centre  
802 West Bay Road, P.O. Box 10338  
Grand Cayman KY1-1003  
Cayman Islands

## 股份過戶登記總處

TMF (Cayman) Ltd.  
2nd Floor  
The Grand Pavilion Commercial Centre  
802 West Bay Road, P.O. Box 10338  
Grand Cayman KY1-1003  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor  
Services Limited  
Shops 1712-1716, 17/F, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

## 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712-1716室

## GEM STOCK CODE

8199

## 創業板股份代號

8199

The board of directors (the “Board”) of the Company hereby presents the unaudited consolidated financial results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months (the “Quarterly Period”) and nine months ended 30 September 2019 (the “Period”), together with the unaudited comparative figures for the corresponding periods in 2018 as follows:

## FINANCIAL HIGHLIGHTS

The unaudited revenue of the Group amounted to approximately RMB51,872,000 (nine months ended 30 September 2018: RMB33,123,000) for the Period which represented an increase of RMB18,749,000 or 56.6% as compared with the corresponding period in 2018.

The profit attributable to owners of the Company was RMB22,576,000 (nine months ended 30 September 2018: RMB24,144,000) for the Period, which represented a decrease of RMB1,568,000 or 6.5% as compared with the same period last year.

The Board does not recommend the payment of dividend for the Period.

本公司的董事會（「董事會」）謹此提呈本公司及其附屬公司（以下統稱為「本集團」）截至2019年9月30日止三個月（「季度期間」）及九個月（「期間」）之未經審核合併財務業績，連同2018年同期之未經審核比較數字如下：

## 財務摘要

本集團於期間的未經審核收益約為人民幣51,872,000元（截至2018年9月30日止九個月：人民幣33,123,000元），較2018年同期上升人民幣18,749,000元或56.6%。

期間的本公司擁有人應佔溢利為人民幣22,576,000元（截至2018年9月30日止九個月：人民幣24,144,000元），較去年同期減少人民幣1,568,000元或6.5%。

董事會並不建議就期間派付股息。

CONDENSED CONSOLIDATED  
STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE  
INCOME

簡明合併損益及其他全面  
收益表

For the nine months ended 30 September  
2019

截至二零一九年九月三十日止九  
個月

			Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
		Notes 附註				
Revenue	收益	3	33,069	7,736	51,872	33,123
Cost of sales and services	銷售及服務成本		(7,516)	(1,639)	(10,871)	(5,071)
Gross profit	毛利		25,553	6,097	41,001	28,052
Other income	其他收入		384	26	4,335	6,293
Other gains	其他收益		1,286	5,393	1,438	5,901
Gain/(loss) on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益的金融資 產之公平值變動收益/ (虧損)	4	—	11,130	(528)	(2,815)
Gain on fair value changes of investment properties	投資物業公平值收益		—	—	250	150
Distribution and selling expenses	分銷及銷售開支		(1,400)	(1,310)	(4,613)	(4,337)
Administrative expenses	行政開支		(2,325)	(1,814)	(10,662)	(4,153)
Profit before taxation	除稅前溢利		23,498	19,522	31,221	29,091
Income tax expenses	所得稅開支	5	(6,000)	(4,005)	(8,645)	(4,947)
<b>Profit and total comprehensive income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期間 溢利及全面收入總額</b>		<b>17,498</b>	<b>15,517</b>	<b>22,576</b>	<b>24,144</b>
Earnings per share	每股盈利					
Basic (RMB)	基本(人民幣)	6	0.017	0.016	0.023	0.024



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September  
2019

# 簡明合併權益變動表 (未經審核)

截止二零一九年九月三十日止九  
個月

		Attributable to owners of the Company 本公司擁有人應佔				
		Share capital	Statutory surplus reserve	Other reserves	Retained earnings	Total
		股本 RMB'000 人民幣千元	法定盈餘 儲備 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	保留盈利 RMB'000 人民幣千元	總額 RMB'000 人民幣千元
At 1 January 2018 (audited)	2018年1月1日(經審核)	66,192	4,043	1,309	29,139	100,683
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	24,144	24,144
Transfer to statutory surplus reserve	轉至法定盈餘儲備	—	891	—	(891)	—
At 30 September 2018 (unaudited)	2018年9月30日(未經審核)	66,192	4,934	1,309	52,392	124,827
At 1 January 2019 (audited)	2019年1月1日(經審核)	<b>66,192</b>	<b>6,766</b>	<b>1,309</b>	<b>54,663</b>	<b>128,930</b>
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	22,576	22,576
Transfer to statutory surplus reserve	轉至法定盈餘儲備	—	2,467	—	(2,467)	—
At 30 September 2019 (unaudited)	2019年9月30日(未經審核)	<b>66,192</b>	<b>9,233</b>	<b>1,309</b>	<b>74,772</b>	<b>151,506</b>



## NOTES:

### 1. CORPORATE INFORMATION

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on GEM of the Exchange. The registered office of the Company is 2nd Floor, The Grand Pavilion Commercial Centre, 802 West Bay Road, P.O. Box 10338, Grand Cayman KY1-1003, Cayman Islands. The Company's principal place of business in Hong Kong is Room 907B, 9th floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The Company is an investment holding company and the principal activities of the Group are engaged in the sale of burial plots and columbarium units, provision of other burial-related services and provision of cemetery maintenance services.

The unaudited condensed consolidated financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousands except when otherwise indicated. The condensed consolidated financial statements for the nine months ended 30 September 2019 (the "Third Quarterly Financial Statements") are unaudited but were reviewed by the audit committee of the Company (the "Audit Committee") and approved for issue by the Board on 11 November 2019.

## 附註：

### 1. 公司資料

本公司為一家於開曼群島註冊成立之上市公司，其股份於聯交所GEM上市。本公司的註冊辦事處地址為2nd Floor, The Grand Pavilion Commercial Centre, 802 West Bay Road, P.O. Box 10338, Grand Cayman KY1-1003, Cayman Islands。本公司的香港主要營業地點為香港干諾道中168-200號信德中心招商局大廈9樓907B。

本公司為投資控股公司，而本集團的主要業務為出售墓地和骨灰廊及提供其他殯葬相關服務及墓園維護服務。

本未經審核簡明合併財務報表以人民幣（「人民幣」）列示。除另有說明外，所有數值均約整至最接近的千元。截至2019年9月30日止九個月的簡明合併財務報表（「第三季度財務報表」）未經審核，但已經本公司審核委員會（「審核委員會」）審閱，並於2019年11月11日獲董事會批准刊發。

## 2. BASIS OF PREPARATION

The Third Quarterly Financial Statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The Third Quarterly Financial Statements do not include all the information required in annual financial statements in accordance with International Financial Reporting Standards (the “IFRSs”) issued by International Accounting Standard Board (the “IASB”), and should be read in conjunction with the annual report for the year ended 31 December 2018 (the “2018 Annual Report”).

The accounting policies and methods of computation adopted in the preparation of the Third Quarterly Financial Statements are consistent with those followed in preparing the 2018 Annual Report except for the adoption of new and amendments to IFRSs that are effective from 1 January 2019. In addition, the Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The Third Quarterly Financial Statements have been prepared on the historical cost basis except for investment properties and certain financial instruments which are measured at fair values.

## 2. 編製基準

第三季度財務報表乃根據GEM上市規則第十八章的適用披露規定編製。第三季度財務報表並未載有根據國際會計準則理事會（「國際會計準則理事會」）頒佈的國際財務報告準則（「國際財務報告準則」）規定年度財務報表所需的所有資料，並應與本集團截至2018年12月31日止之年報（「2018年報」）一併閱讀。

除了採納於2019年1月1日起生效之新訂及國際財務報告準則之修訂外，編製第三季度財務報表所採用的會計政策及計算方法與編製2018年報所用者一致。此外，本集團並無提早採納已頒佈但尚未生效的任何其他準則、詮釋或修訂。

除投資物業及若干金融工具按公平值計量外，第三季度財務報表乃按歷史成本基準編製。

## 2. BASIS OF PREPARATION (continued)

The preparation of the Third Quarterly Financial Statements in conformity with IFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the Third Quarterly Financial Statements are consistent with those used in 2018 Annual Report.

## 3. REVENUE

The Group's revenue is generated in the PRC based on where goods are sold or services are rendered.

## 2. 編製基準(續)

編製符合國際財務報告準則的第三季度財務報表時，需要使用若干重要的會計估計。編製第三季度財務報表所採用的重大判斷、估計及假設與編製2018年報所用者一致。

## 3. 收益

本集團的收益是於國內所售貨品或所提供服務所產生的。

		For the three months ended 30 September (Unaudited) 截至9月30日止三個月 (未經審核)		For the nine months ended 30 September (Unaudited) 截至9月30日止九個月 (未經審核)	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Sales of burial plots and columbarium units and provision of other burial-related services	銷售墓地和骨灰廊及提供其他殯葬相關服務	31,976	6,817	49,054	30,598
Provision of cemetery maintenance	提供墓園維護服務	1,093	919	2,818	2,525
		<b>33,069</b>	7,736	<b>51,872</b>	33,123

4. GAIN/(LOSS) ON FAIR VALUE CHANGES OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

At the date of initial application of IFRS 9 on 1 January 2018, unlisted investments were reclassified from available-for-sale investments to financial assets at fair value through profit or loss (“FVTPL”). During the period, the amount of loss on fair value changes of financial assets at FVTPL of RMB0.5 million was charged to profit or loss (nine months ended 30 September 2018: RMB2.8 million).

4. 按公平值計入損益的金融資產之公平值變動收益／(虧損)

於首次應用國際財務報告準則第9號之日(即2018年1月1日)，非上市投資從可供出售投資重新劃分為按公平值計入損益的金融資產。於該期間，按公平值計入損益的金融資產的公平值變動虧損人民幣0.5百萬元於損益中支銷(截至2018年9月30日止九個月：人民幣2.8百萬元)。

5. INCOME TAX EXPENSES/(CREDIT)

5. 所得稅開支／(抵免)

		For the three months ended 30 September (Unaudited) 截至9月30日止三個月 (未經審核)		For the nine months ended 30 September (Unaudited) 截至9月30日止九個月 (未經審核)	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Current enterprises income tax	即期企業所得稅	6,000	1,211	8,715	5,602
Deferred tax	遞延稅項	—	2,794	(70)	(655)
		<b>6,000</b>	4,005	<b>8,645</b>	4,947

## 6. EARNINGS PER SHARE

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

## 6. 每股盈利

- (a) 本公司擁有人應佔每股基本盈利乃根據以下數據計算：

		For the three months ended 30 September (Unaudited) 截至9月30日止三個月 (未經審核)		For the nine months ended 30 September (Unaudited) 截至9月30日止九個月 (未經審核)	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>				
Earnings for the purpose of calculating basic earnings per share (profit for the period attributable to owners of the Company)	用以計算每股基本盈利的盈利 (本公司擁有人應佔期間溢利)	17,498	15,517	22,576	24,144
<b>Number of shares</b>	<b>股份數目</b>				
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000

- (b) No diluted earnings per share for the three and nine months ended 30 September 2019 and 2018 was presented as there were no potential ordinary shares in issue.

- (b) 由於並無潛在已發行普通股，故並未呈列截至2019年及2018年9月30日止三個月及九個月的每股攤薄盈利。



**7. DIVIDEND**

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2019 (nine months ended 30 September 2018: Nil).

**8. EVENTS AFTER REPORTING PERIOD**

There was no significant event took place subsequent to the end of the reporting period.

**7. 股息**

董事會並不建議就截至2019年9月30日止九個月派付任何股息（截至2018年9月30日止九個月：零）。

**8. 報告期後事件**

本報告期結束後，並無任何重大事件發生。



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

During the Period, the Group was principally engaged in the sale of burial plots and columbarium units, provision of other burial-related services and provision of cemetery maintenance services.

#### *Sales of burial plots and columbarium units and provision of other burial-related services*

The Group's burial service consists primarily of (1) sale of burial plots and columbarium units, which includes the right to use the burial plots and headstones and other ancillary products to be used on the burial plots, and the right to use the columbarium units; and (2) other burial-related services such as the organization and conducting of interment rituals, the design, construction and landscaping of the burial plots, and the engraving of inscriptions and ceramic photographs on the headstones. Burial service is the largest component of the Group's revenue, representing 94.6% of its revenue for the nine months ended 30 September 2019 (2018: 92.4%). The Group's revenue from burial service, in particular, the sale of burial plots, for a given period is dependent upon the number and the average selling price of burial plots sold and recognized as revenue during the period.

## 管理層討論及分析

### 業務回顧

於該期間內，本集團主要從事銷售墓地及骨灰廊、提供其他殯葬相關服務及墓園維護服務。

#### *出售墓地及骨灰廊及提供其他殯葬相關服務*

本集團的殯葬服務主要包括(1)銷售墓地及骨灰廊，包括墓地使用權及墓碑及於墓地使用的其他配套產品及骨灰廊使用權；及(2)其他殯葬相關服務，例如安排及舉行安葬儀式以及墓地的設計、建造及景觀、於墓碑雕刻銘文及陶瓷照片等配套服務。殯葬服務是本集團收益的最大組成部分，佔截至2019年9月30日止九個月本集團收益的94.6% (2018年：92.4%)。本集團在指定期間的殯葬服務(特別是銷售墓地)收益取決於本集團於該期間內所售墓地數目及平均售價，且會確認為當期收益。



In respect of provision of columbarium collective services, the Group completed the construction of three new columbaria and recognized sale of certain units to a customer in September 2019, contributing to a significant increase in revenue of the Group for the nine months ended 30 September 2019 over the same period in 2018.

### *Providing cemetery maintenance services*

The Group provides ongoing cemetery maintenance services as an integral part of its burial service to maintain its beautiful landscaped cemetery. Customers pay for maintenance fees upfront when signing the sales contracts to purchase the burial plots. The Group's revenue from cemetery maintenance was RMB2.8 million for the nine months ended 30 September 2019 (2018: RMB2.5 million).

### *Application for the transfer of listing from GEM to Main Board*

The Company made an application for the transfer of listing from GEM to Main Board on 28 May 2019. Please refer to the Company's announcement dated 28 May 2019 for details.

關於提供安置骨灰集體存放的服務，本集團於2019年9月完成三棟新骨灰廊的建設，並出售部份予一位客戶，並令截至2019年9月30日止九個月的收益相比去年同期大幅上升。

### *提供墓園維護服務*

本集團提供墓園持續維護服務，維持墓園美景，這是本集團殯葬服務不可或缺的一環。客戶簽訂購買墓地的銷售合約時提前支付維護費。截至2019年9月30日止九個月，本集團自墓地維護服務的收益為人民幣2.8百萬元(2018年：人民幣2.5百萬元)。

### *由GEM轉往主板上市的申請*

本公司已於2019年5月28日提交了由GEM轉往主板的正式申請。詳細信息請參見本公司於2019年5月28日發出的相關公告。

## FINANCIAL REVIEW

### Revenue

The Group's revenue increased by 56.6% from RMB33.1 million for the nine months ended 30 September 2018 to RMB51.9 million for the nine months ended 30 September 2019, primarily driven by an increase in revenue from burial service. The Group's revenue from burial service increased by 60.3% from RMB30.6 million for the nine months ended 30 September 2018 to RMB49.1 million for the nine months ended 30 September 2019, primarily due to revenue from the sale of certain columbarium units of RMB24.9 million during the nine months ended 30 September 2019 (2018: RMB4.1 million), partly offset by the decrease in number of burial plots sold.

### Cost of sales and services

The Group's cost of sales and services increased by 114.4% from RMB5.1 million for the nine months ended 30 September 2018 to RMB10.9 million for the nine months ended 30 September 2019. The Group's cost of sales and services for burial service increased by 119.2% from RMB4.8 million for the nine months ended 30 September 2018 to RMB10.5 million for the nine months ended 30 September 2019, primarily due to the increase in construction costs of the columbarium units, and the increase in the average cost of burial plots and burial services.

The Group's cost of sales and services for cemetery maintenance are at RMB0.3 million and RMB0.4 million for the nine months ended 30 September 2018 and 2019 respectively.

## 財務回顧

### 收益

本集團的收益由截至2018年9月30日止九個月的人民幣33.1百萬元增加56.6%至截至2019年9月30日止九個月的人民幣51.9百萬元，主要是由於殯葬服務收益增加。本集團殯葬服務的收益由截至2018年9月30日止九個月的人民幣30.6百萬元增加60.3%至截至2019年9月30日止九個月的人民幣49.1百萬元，主要是由於截至2019年9月30日止九個月本集團錄得骨灰廊銷售收益人民幣24.9百萬元(2018年：人民幣4.1百萬元)；部份因墓位銷售減少而抵銷。

### 銷售及服務成本

本集團的銷售及服務成本由截至2018年9月30日止九個月的人民幣5.1百萬元增加114.4%至截至2019年9月30日止九個月的人民幣10.9百萬元。本集團殯葬服務的銷售及服務成本由截至2018年9月30日止九個月的人民幣4.8百萬元增加119.2%至截至2019年9月30日止九個月的人民幣10.5百萬元，主要是由於骨灰廊建築成本的增加，以及墓地及殯葬服務平均成本的增加。

本集團的截至2018年9月30日止九個月和截至2019年9月30日止九個月墓園維護的銷售及服務成本分別為人民幣0.3百萬元和人民幣0.4百萬元。

### *The Gross profit and gross profit margin*

As a result of the foregoing, the Group gross profit increased by 46.2% from RMB28.1 million for the nine months ended 30 September 2018 to RMB41.0 million for the nine months ended 30 September 2019. The Group's overall gross profit margin, however, decreased from 84.7% for the nine months ended 30 September 2018 to 79.0% for the nine months ended 30 September 2019, mainly due to higher construction costs of the new columbaria resulting in a lower gross profit margin of 75.4% for the sale of certain columbaria units in September 2019.

The Group's gross profit for burial service increased by 49.4% from RMB25.8 million for the nine months ended 30 September 2018 to RMB38.6 million for the nine months ended 30 September 2019, while the gross profit margin decreased from 84.4% for the nine months ended 30 September 2018 to 78.7% for the nine months ended 30 September 2019, and such decrease was primarily due to the reason as mentioned above.

The gross profit for cemetery maintenance was RMB2.2 million and RMB2.4 million for the nine months ended 30 September 2018 and 2019, respectively. The gross profit margin for cemetery maintenance decreased from 88.1% for the nine months ended 30 September 2018 to 85.4% for the nine months ended 30 September 2019, which is considered fairly stable in terms of absolute amount.

### *毛利及毛利率*

由於上述原因，本集團的毛利由截至2018年9月30日止九個月的人民幣28.1百萬元增加46.2%至截至2019年9月30日止九個月的人民幣41.0百萬元。可是，本集團的整體毛利率由截至2018年9月30日止九個月的84.7%減少至截至2019年9月30日止九個月的79.0%，主要是由於新建骨灰廊的建築成本增加而導致2019年9月以較低的75.4%的毛利率出售的部份骨灰廊所致。

本集團殯葬服務的毛利由截至2018年9月30日止九個月的人民幣25.8百萬元增加49.4%至截至2019年9月30日止九個月的人民幣38.6百萬元。殯葬服務的毛利率由截至2018年9月30日止九個月的84.4%減少至截至2019年9月30日止九個月的78.7%，有關減少主要是由於上述原因。

截至2018年及2019年9月30日止九個月，墓園維護的毛利分別為人民幣2.2百萬元及人民幣2.4百萬元。墓園維護的毛利率由截至2018年9月30日止九個月的88.1%減少至截至2019年9月30日止九個月的85.4%，在實質數額被視為穩定。

### *Other income*

The Group's other income decreased by 31.1% from RMB6.3 million for the nine months ended 30 September 2018 to RMB4.3 million for the nine months ended 30 September 2019. This decrease was primarily due to the decrease in dividends income from financial assets at FVTPL for the nine months ended 30 September 2019 subsequent to the sale of certain financial assets at FVTPL in August 2018.

### *Distribution and selling expenses*

The Group's distribution and selling expenses increased by 6.4% from RMB4.3 million for the nine months ended 30 September 2018 to RMB4.6 million for the nine months ended 30 September 2019. This increment was primarily due to increase in (1) salary and staff costs and (2) commission paid to partnered funeral service providers.

### *Administrative expenses*

The Group's administrative expenses increased by 156.7% from RMB4.2 million for the nine months ended 30 September 2018 to RMB10.7 million for the nine months ended 30 September 2019. This increment was primarily due to professional fees and other expenses incurred in 2019 for the application for transfer of listing from GEM to Main Board, which amounted to RMB6.4 million.

### *其他收入*

本集團的其他收入由截至2018年9月30日止九個月的人民幣6.3百萬元減少31.1%至截至2019年9月30日止九個月的人民幣4.3百萬元，該減少主要是由於在2018年8月出售若干按公平值計入損益的金融資產後導致截至2019年9月30日止九個月來自按公平值計入損益的金融資產股息收入的減少。

### *分銷及銷售開支*

本集團的分銷及銷售開支由截至2018年9月30日止九個月的人民幣4.3百萬元增加6.4%至截至2019年9月30日止九個月的人民幣4.6百萬元，增長主要是由於(1)薪金及員工成本增加及(2)支付殯葬服務供應商的佣金增加。

### *行政開支*

本集團的行政開支由截至2018年9月30日止九個月的人民幣4.2百萬元增加156.7%至截至2019年9月30日止九個月的人民幣10.7百萬元，增長主要是由於因申請由GEM上市轉至主板上市而於2019年產生的專業服務費用及其他開支人民幣6.4百萬元。

### *Income tax expenses*

The Group's income tax expenses increased by 74.8% from RMB4.9 million for the nine months ended 30 September 2018 to RMB8.6 million for the nine months ended 30 September 2019, primarily due to a higher deferred tax credit resulting from loss on fair value changes of financial assets at FVTPL in 2018.

### *Profit and total comprehensive income for the period*

As a result of the foregoing, the Group's profit and total comprehensive income for the period decreased by 6.5% from RMB24.1 million for the nine months ended 30 September 2018 to RMB22.6 million for the nine months ended 30 September 2019. The Group's net profit margin decreased from 72.9% for the nine months ended 30 September 2018 to 43.5% for the nine months ended 30 September 2019, primarily due to (i) the increase in tax expenses as a result of a higher deferred tax credit and (ii) the increase in administrative expenses; partially offset by (3) the increase in sales and gross profit driven by the increase in sales of certain columbarium units for the nine months ended 30 September 2019.

### *所得稅開支*

本集團的所得稅開支由截至2018年9月30日止九個月的人民幣4.9百萬元增加74.8%至截至2019年9月30日止九個月的人民幣8.6百萬元，主要是由在2018年按公平值計入損益的金融資產之公平值變動虧損導致遞延稅項抵免增加。

### *期內溢利及全面收入總額*

由於上述原因，本集團的期內溢利及全面收入總額由截至2018年9月30日止九個月的人民幣24.1百萬元減少6.5%至截至2019年9月30日止九個月的人民幣22.6百萬元。本集團的淨利潤率由截至2018年9月30日止九個月的72.9%減少至截至2019年9月30日止九個月的43.5%，主要是由於(1)稅務開支增加及(2)行政開支增加；部分被(3)截至2019年9月30日止九個月若干骨灰廊銷售增加帶動的銷售及毛利增加所抵銷。

### *Capital structure*

The shares of the Company have been listed on GEM since 27 September 2017 (the “Listing Date”). There are no material change in the capital structure of the Company since the Listing Date. The capital of the Group comprises only ordinary shares.

### *Placing of Shares by Controlling Shareholder in August 2019*


On 27 August 2019, the board of directors of the Company has been informed by the controlling shareholder (as defined in the GEM Listing Rules) of the Company, Tai Shing International Investment Company Limited (the “Controlling Shareholder”) that the Controlling Shareholder has entered into an agreement with First Shanghai Securities Limited (the “Placing Agent”), pursuant to which the Controlling Shareholder has agreed to appoint the Placing Agent and the Placing Agent has agreed, on a best efforts basis, to procure placees (the “Placees”) to purchase for up to an aggregate maximum number of 50,000,000 existing shares of the Company (the “Placing Shares”) held by the Controlling Shareholder, representing approximately 5.0% of the issued share capital of the Company (the “Placing”).

### *資本架構*

本公司股份已自2017年9月27日（「上市日期」）起在GEM上市。本公司的資本架構自上市日期起概無發生任何重大變動。本集團股本僅包括普通股。

### *控股股東於2019年8月配售股份*

於2019年8月27日，本公司的控股股東（定義見GEM上市規則）泰盛國際投資有限公司（「控股股東」）已知會本公司董事會，控股股東已與第一上海證券有限公司（「配售代理」）訂立協議，據此，控股股東同意委聘配售代理，而配售代理同意按竭誠基準促使承配人（「承配人」）收購最多合共50,000,000股由控股股東持有的本公司現有股份（「配售股份」），佔本公司已發行股本約5.0%（「配售」）。



On 30 August 2019, the Placing Shares had been placed through the Placing Agent to 50 Placees, who are not connected person(s) of the Company (as defined in the GEM Listing Rules) or any parties acting in concert with the Company or its connected persons, at the placing price of HK\$0.23 per Placing Share. None of the Placees has become a substantial shareholder (as defined under the GEM Listing Rules) of the Company immediately upon completion of the Placing (the “Completion”). Upon Completion, the Controlling Shareholder holds 700,000,000 shares of the Company, representing 70.0% of the issued share capital of the Company as at the date of this report.

For details of the Placing, please refer to the announcements of the Company dated 27 August 2019 and 30 August 2019.

### *Pledge of assets*

There was no charge on the Group’s assets as at 30 September 2019 and 31 December 2018.

### *Material acquisitions, disposals and significant investments*

There were no other material acquisitions, disposals or significant investments during the Period.

於2019年8月30日，配售股份已透過配售代理以配售價每股配售股份0.23港元配售予50名並非為本公司關連人士（定義見GEM上市規則）或與本公司一致行動的各方或其關連人士的承配人。概無承配人於緊隨配售完成（「完成」）後成為本公司的主要股東（定義見GEM上市規則）。完成後，控股股東持有700,000,000股本公司股份，佔本公司於本報告日期的已發行股本70.0%。

配售詳情請參閱本公司日期為2019年8月27日及2019年8月30日的公告。

### *資產抵押*

於2019年9月30日及2018年12月31日，本集團並無任何資產抵押。

### *重大收購、出售及重大投資*

於期間，本集團並無作出重大收購、出售或重大投資。





### *Employee information*

As at 30 September 2019, the Group had a total of 57 employees (30 September 2018: 67 employees). The Group provides employees with competitive remuneration and benefits, and the remuneration policy will be reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level. In addition, the Group also provides various training courses to enhance the employees' skills and capabilities in all aspects.

### *Segmental information*

For the nine months ended 30 September 2019, the Group has two operating and reporting segments namely (1) sales of burial plots and columbarium units and provision of other burial-related services and (2) provision of cemetery maintenance service.

### *僱員資料*

於2019年9月30日，本集團共有57名僱員（2018年9月30日：67名僱員）。本集團為僱員提供具競爭力的薪酬及福利，並會按照僱員表現及貢獻以及行業薪酬水平定期檢討薪酬政策。此外，本集團亦提供不同培訓課程，藉以提升僱員各方面的技能與能力。

### *分部資料*

截至2019年9月30日止九個月，本集團主要有兩個經營及報告分部—(1)銷售墓園及骨灰廊以及提供其他墓地相關服務及(2)提供墓園維護服務。

## PROSPECTS

The Group aspires to strengthen its market position in Langfang and expand its business in the Jing-Jin-Ji megalopolis and beyond through (1) expanding its business scope to provide funeral services; (2) tapping further into the burial services market in the Jing-Jin-Ji megalopolis; (3) providing columbarium collective storage services, actively cooperating and supporting the government's city demolition and transformation plan; and (4) pursuing strategic alliance and acquisition opportunities.

The Group strengthens its market position in Langfang by further developing the undeveloped area within its cemetery, upgrading its facilities, diversifying its burial-related services, and enhancing its marketing efforts.

The Group plans to operate its funeral services segment which not only allows the Group to diversify and step into other services areas besides its own products and services, but also enables the Group to maximize the productivity of its existing burial-related professionals and create synergy effects.

In respect of provision of columbarium collective service, the Group completed the constructions of three columbaria in 2019. Following the sale of certain units of one of the new columbaria in September 2019, the Group will continue the sale of columbarium units and to provide maintenance services in the future.

The Directors are confident that the Group's core business can be strengthened with its commitment and innovation.

## 展望

本集團冀望透過(1)擴大集團的業務範圍以提供殯儀服務；(2)進一步深入京津冀都市圈的殯葬服務市場；(3)提供安置骨灰集體存放的服務，積極配合和支持政府的城市拆遷和改造計劃；以及(4)尋求戰略聯盟和收購機會，以鞏固其在廊坊的市場地位並擴大在京津冀都市圈及其他地區的業務。

本集團通過進一步開發墓園的未開發區域、升級設施、殯葬相關服務多元化及加大宣傳力度進一步鞏固本集團於廊坊市的市場地位。

本集團計劃經營殯儀服務分部不僅使本集團能多元化，進軍其自有產品及服務外的其他服務領域，亦使本集團能提高其現有殯葬相關專業人士的生產力及創造協同作用。

關於提供安置骨灰集體存放的服務，本集團於2019年完成建造三棟骨灰廊。繼2019年9月出售其中一棟骨灰廊的部份單位後，本集團將會繼續出售骨灰廊並提供相應維護服務。

本集團董事相信憑藉承諾和創新可以加強本集團的核心業務。

## COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the prospectus of the Company dated 14 September 2017 (the “Prospectus”) with the Group’s actual business progress for the period from the listing date to 30 September 2019 is set out below:

## 業務目標與實際業務進展的比較

本公司於2017年9月14日發佈的招股章程(「招股章程」)所載業務目標與本集團自上市日期至2019年9月30日期間的實際業務進展比較之分析載列如下：

Objects	Implementation plan up to 30 September 2019	Actual business progress up to 30 September 2019
目標	截至2019年9月30日的實施計劃	截至2019年9月30日的實際業務進展
Strengthening the market position in Langfang 鞏固於廊坊的市場地位	<p data-bbox="379 660 647 772"><b>(1) Upgrading the environment and roads in the cemetery and developing new sectioned burial areas</b></p> <p data-bbox="379 783 669 834">(1) 升級墓園的環境及道路以及發展新的劃定墓區</p> <p data-bbox="379 874 669 925"><i>(i) Designing and constructing burial plots</i></p> <p data-bbox="379 936 538 957"><i>(i) 設計及建設墓地</i></p> <ul data-bbox="379 997 678 1144" style="list-style-type: none"> <li>• Designing and constructing family graves, tree burial services and flower burial services</li> <li>• 設計及建設家庭墓、樹葬服務及花壇葬服務</li> </ul>	<ul style="list-style-type: none"> <li>• Designed and constructed the family graves in crypt-style and hill-style</li> <li>• 設計及建設地宮式及小丘式家庭墓</li> </ul>

## Objects

### 目標

#### Implementation plan up to 30 September 2019

#### 截至2019年9月30日的實施計劃

- Constructing sculptures for sea burial services
- 建造海葬服務雕塑

#### *(ii) Upgrading the environment of the sectioned burial areas and roads in the cemetery*

#### *(ii) 升級墓園劃定墓區的環境及通道*

- Upgrading the main entrance area and roads of cemetery
- 升級墓園的主入口區及道路

#### Actual business progress up to 30 September 2019

#### 截至2019年9月30日的實際 業務進展

- Designed sea burial services
- 設計海葬服務
- Carrying out relevant construction for flower burial and tree burial services as well as relevant burial plots according to customers' requirements from time to time
- 根據客戶要求不時進行花壇葬及樹葬服務以及有關墓地的相關建設
- Designed and started providing flower burial and tree burial services
- 設計並開始提供花壇葬及樹葬服務

- Upgraded the main entrance area and roads and passages of the western part of the cemetery
- 已升級墓園主入口區及道路及西面通道

Objects	Implementation plan up to 30 September 2019	Actual business progress up to 30 September 2019
目標	截至2019年9月30日的實施計劃	截至2019年9月30日的實際業務進展
	<ul style="list-style-type: none"> <li>• Upgrading the gardening, designing and building the landscape connecting different sectioned burial areas in the cemetery</li> <li>• 升級墓園園藝及設計與建造連接墓園內不同劃定基區的景觀</li>   <li>• Constructing and polishing an artificial hill in the northern part of the cemetery</li> <li>• 升級建設墓園北面假山</li>   <li>• Building waterscape with Chinese traditional cultural elements</li> <li>• 修建具有中國傳統文化元素的水景</li>   <li>• Upgrading the monitoring system of the cemetery</li> <li>• 升級墓園監察系統</li>   <li>• Designing memorial for the body donors</li> <li>• 設計遺體捐獻者紀念碑</li>   <li>• Building a platform to conduct public memorial ceremonies</li> <li>• 修建公開紀念儀式平台</li> </ul>	<ul style="list-style-type: none"> <li>• Completed the gardening and building of the landscape connecting different sectioned burial areas</li> <li>• 完成園藝及建造連接墓園內不同劃定基區的景觀</li>   <li>• Designed memorial for the body donors</li> <li>• 已設計遺體捐獻者紀念碑</li>   <li>• Upgrading for the greening appearance of main entrance of the cemetery is underway</li> <li>• 升級墓園主入口的綠化外觀進行中</li> </ul>

## Objects

### 目標

## Implementation plan up to 30 September 2019

### 截至2019年9月30日的實施計劃

*(iii) Developing Rose Garden, Langfang Garden and artistic burial areas*  
(iii) 開發月季園、廊坊園及藝術墓區

## Actual business progress up to 30 September 2019

### 截至2019年9月30日的實際 業務進展

- Renamed Rose Garden to Pine Garden and sectioned more areas in the cemetery for further development of burial plots. The design of Pine Garden had been completed and the construction is in progress. Part of the burial plots in Pine Garden are already launched for sale
- 月季園改名為松園，並劃定更多墓園區域以進一步開發墓地。松園的設計已完成，而建設仍在進行中。部分松園內的墓地已推出銷售
- Artistic burial areas are under continuous development
- 藝術墓區正持續發展

## (2) Acquisition of additional facilities and vehicles

### (2) 購置額外設施及汽車

- Upgrading existing facilities and machinery and purchasing additional ones (such as waste incinerators and lawn mowers) for gardening and interment rituals, if required by business development
- 如業務發展需要，為園藝及安葬儀式添置額外及升級廢物焚化爐及割草機等現有設施及機器
- Purchased lawn mowers sprinkler truck, and, purchased and installed incinerators
- 已添置割草機、澆水車，以及已添置及安裝焚化爐

Objects	Implementation plan up to 30 September 2019	Actual business progress up to 30 September 2019
目標	截至2019年9月30日的實施計劃	截至2019年9月30日的實際業務進展
Expanding the business scope of providing funeral services 擴大業務範疇，提供殯儀服務	<p><b>(1) Locating, leasing, designing and decorating premises for the operation of funeral services center and funeral services store in the living community</b></p> <p>(1) 物色、租用、設計及裝修用作營運殯儀服務中心及於小區內殯儀服務店的場地</p>	<ul style="list-style-type: none"> <li>• Service sites at Langfang Funeral Home have been set up and funeral services specialists have been sent on-site</li> <li>• 廊坊殯儀館的服務站點已經設立且已派遣專業殯儀服務人員</li> <li>• Construction of the funeral hall at the cemetery has been completed and the Group already started providing improved interment ritual services</li> <li>• 完成建設墓園禮儀廳且本集團已開始提供升級後的安葬禮儀服務</li> <li>• The Group is still searching for suitable venue as a funeral services center</li> <li>• 本集團仍為殯儀服務中心尋找合適場地</li> </ul>
	<p><b>(2) Recruiting and training staff for provision of funeral services</b></p> <p>(2) 招聘及培訓提供殯儀服務的人員</p>	<ul style="list-style-type: none"> <li>• Six people including the manager of the funeral services center have been recruited and over 10 people have been provided with training</li> <li>• 已招聘殯儀服務中心經理在內的殯儀服務人員六人，已培訓十餘人</li> </ul>
	<p><b>(3) •</b> Conducting marketing activities for the Group's funeral services via mass media (such as newspapers)</p> <p><b>(3) •</b> 利用報紙等大眾媒體進行有關本集團殯儀服務的營銷活動</p> <ul style="list-style-type: none"> <li>• Purchasing vehicles for funeral rituals and other business operation</li> <li>• 為殯儀儀式及其他業務經營購置汽車</li> </ul>	<ul style="list-style-type: none"> <li>• A funeral vehicle and two electric vehicles have been purchased</li> <li>• 已購置一部殯葬車及兩部電瓶車</li> <li>• Media promotion for the funeral services center has not been carried out yet</li> <li>• 殯儀服務中心的媒體推廣尚未進行</li> </ul>



## Objects

### 目標

Tapping further into the burial market in the Jing-Jin-Ji megalopolis & pursuing strategic alliance and acquisition opportunities  
深入發掘京津冀都市圈殯葬市場，爭取戰略聯盟及收購機會

## Implementation plan up to 30 September 2019

### 截至2019年9月30日的實施計劃

Liaising and cooperating with more Beijing-based funeral services providers and mortuaries  
與更多北京殯儀服務供應商及太平間洽談及合作

Establishing the first Beijing-based store for marketing purpose  
設立首間北京經營店用作營銷

Selecting potential targets for acquisition and conducting acquisition  
選擇收購的潛在目標及進行收購

## Actual business progress up to 30 September 2019

### 截至2019年9月30日的實際業務進展

- The Group has liaised and started cooperations with eight Beijing-based funeral services providers and one hospital mortuary, while further marketing activities are in progress
- 本集團已與八家北京殯儀服務供應商及一個醫院太平間洽談並開始合作，而進一步營銷活動仍在進行中
- The Group is also negotiating with other potential partners
- 本集團正與其他潛在合作夥伴溝通中
- Not set up yet. Aim to seek suitable site in Beijing in second half of 2019
- 尚未設立，旨在於2019年下半年在北京尋找到合適場地
- The Group has conducted site visits to projects in various regions such as Beijing, Tianjin, Hebei, etc. A few projects were selected for further investigation, and no agreement has been entered into nor any initial payment has been made
- 對北京、天津、河北等多個地區項目進行考察談判以及現場參觀等，優選了若干項目準備進行下一步調查工作，概無訂立任何協議及支付首期款項

## USE OF PROCEEDS FROM THE GLOBAL OFFERING

The net proceeds from the GEM Listing, after deducting listing related expenses, were approximately HK\$43.6 million (equivalent to approximately RMB36.4 million). The following table sets forth a breakdown of the Group's use of proceeds up to 30 September 2019:

## 全球發售所得款項用途

GEM上市所得款項淨額(經扣除上市相關開支後)約為43.6百萬港元(相當於約人民幣36.4百萬元)。下表載列本集團直至2019年9月30日的所得款項用途明細：

		Proposed use of net proceeds as stated in the Prospectus <sup>Note</sup>	Actual use of net proceeds up to 30 September 2019	Unutilized net proceeds as at 30 September 2019
		按招股章程所述擬定使用的所得款項淨額 <sup>附註</sup>	直至2019年9月30日實際使用的所得款項淨額	於2019年9月30日尚未動用的所得款項淨額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Strengthening market position in Langfang	鞏固於廊坊的市場地位	14,559	6,892	7,667
Expanding business scope of the Group to provide funeral services	擴大本集團業務範疇以提供殯儀服務	9,100	627	8,473
Tapping further into the burial market in the Jing-Jin-Ji megalopolis & pursuing strategic alliance and acquisition opportunities	深入發掘京津冀都市圈的殯葬服務市場，尋求戰略聯盟及收購機會	12,739	723	12,016
<b>Total</b>	<b>總計</b>	<b>36,398</b>	<b>8,242</b>	<b>28,156</b>

*Note:*

Figures in this column are adjusted based on the actual amount of net proceeds received from the GEM Listing. The difference between the actual amount of net proceeds received and the expected amount disclosed in the Prospectus was allocated on a pro rata basis with reference to the percentage of allocation set out in the Prospectus.

As at 30 September 2019, the net proceeds of approximately RMB28.2 million have not been utilized and are held by the Company in short-term deposits with licensed banks in Hong Kong.

***Updated information on the use of the Net Proceeds***

Since the GEM Listing, the Group has been planning to upgrade its facilities and monitoring system to keep up with the evolving market and to improve the security level of the cemetery. However, during the implementation of the upgrading plans, there were certain delays due to (1) the Group's prudent approach for the continuous upgrades of the main entrance area and roads and passages in the cemetery, and the building of a platform to conduct public memorial ceremonies; and (2) the lengthy negotiation procedures with certain external services providers for details of service contracts.

*附註：*

此列金額乃按GEM上市所得款項淨額的實際金額調整後之金額。所得款項淨額的實際金額與招股章程披露的預期金額之間的差額乃參照載於招股章程的分配百分比按比例分配。

於2019年9月30日，尚未動用所得款項淨額約為人民幣28.2百萬元，由本公司於香港持牌銀行以短期存款方式持有。

***所得款項淨額用途的更新***

自於GEM上市以來，本集團已計劃提升其設施及監察系統以迎合不斷轉變的市場，並改善墓園的保安水平。然而，提升計劃實行期間出現若干延誤，此乃由於(1)本集團對升級墓園主入口區及道路和通道，以及興建舉行公眾紀念儀式的平台採取審慎方針；及(2)與某些外聘殯儀服務供應商就服務合同的細節進行冗長的磋商程序。

As disclosed under the “Updated information on the use of the Net Proceeds” section in the 2019 Interim Report, the Group had slowed down its progress in establishing its new funeral services center due to government’s plan to build a new funeral parlor, but decided in 2019 to seek an appropriate venue to commence operations through its new funeral service center. Despite difficulty in leasing an appropriate venue in the past half year due to the nature of the Group’s industry, the Group had recently identified a parcel of land in Langfang and is planning to lease, design and construct its funeral services center, of which it is estimated to be ready for operations by the end of 2020.

Meanwhile, the Group will market its funeral services and lease temporary venues for the early stage of its provision of the relevant services, such as certain areas within the Langfang Funeral Parlor or other suitable venues in Langfang. The Group also plans to broaden its cooperation with the existing funeral services providers (e.g. shroud stores) and set up customer services spots at their stores to promote the one-stop-shop services integrating funeral and burial services. In addition, after reaching out to more prospective customers and with its well-trained staff in the provision of funeral services, the Group plans to leverage its team and operating experiences to collaborate with the local government and seek ways to complement the funeral services provided by the new funeral parlor after commencement of its operation.

誠如2019年中報內「所得款項淨額用途的更新」一節所披露，由於政府計劃興建新殯儀館，本集團放緩設立新殯儀服務中心的進度，但決定於2019年尋找適當地場透過其新殯儀服務中心開展營運。雖然因本集團行業性質使然，於過去半年難以租借合適場地，本集團近期已於廊坊覓得一片土地，並計劃租賃、設計及興建其殯儀服務中心，預期於2020年末可投入營運。

與此同時，本集團將在提供有關服務的初期階段推廣其殯儀服務及租賃臨時場地，例如廊坊殯儀館內部分區域或廊坊其他合適場地。本集團亦計劃擴大與現有殯儀服務供應商（例如壽衣店）的合作，於其店舖內設立客戶服務站點以推廣整合殯儀及殯葬服務的一站式服務。此外，在接觸更多潛在客戶後，憑藉其對提供殯儀服務訓練有素的員工，本集團計劃運用其團隊及營運經驗與當地政府合作，設法補足新殯儀館投入運作後提供的殯儀服務。



Since the Listing, the Company has performed preliminary site visits and researched for some potential acquisition opportunities for the purpose of pursuing strategic alliance and acquisition opportunities according to the future plans under the Prospectus. However, in view of the price and compliance with relevant laws and regulations of the potential target projects, the Company found few suitable acquisition opportunities to proceed and it was in a preliminary stage that no agreement has been entered into as at the date of this report. The Company is still proactively seeking suitable strategic alliance and acquisition opportunities.

The Group has been investing time and effort to build its brand awareness for the purpose of strengthening its market position in Langfang and capturing the growth in the nearby markets. Since the Listing, the Group had been liaising with multiple Beijing-based funeral services providers, and had successfully built cooperation and partnership with them, mainly for referring customers and marketing of the Group's cemetery and burial services. The Directors believe that customers' brand awareness is important for the Group to strengthen its market position in Langfang and expand its business nearby, thus moving onwards, the Group aims to further boost its network in the Jing-Jin-Ji megalopolis by partnerships establishment, brand promotion and provision of one-stop-shop services integrating funeral and burials services.

自上市以來，本集團已進行初步場地視察，並研究若干潛在併購機會，以根據招股章程所載的未來計劃尋求戰略聯盟及併購機會。然而，鑒於對潛在目標項目的價格及就相關法律及法規的合規事宜有所關注，本公司只物色到很少合適的併購機會，而且只處於初步階段，於本報告日期並無訂立任何協議。本公司仍正積極尋找合適的戰略聯盟及併購機會。

本集團一直投入時間及精力建立品牌知名度，以鞏固廊坊市場地位及把握附近市場的增長。自上市起，本集團一直與多個於北京的殯儀服務供應商保持聯絡，且自2017年起本集團已成功與彼等建立合作關係，主要為向客戶介紹及營銷本集團的墓園及殯葬服務。董事相信，客戶對品牌的認知度對本集團鞏固其於廊坊的市場地位及擴展其業務至鄰近地區十分重要，因此，展望未來，本集團打算透過建立合作關係、品牌推廣及提供整合殯儀及殯葬服務的一站式服務，進一步拓展其於京津冀都市圈的網絡。

The Directors believe that the delay in the implementation or due adjustments of its business plans would not have material adverse impact on the Group but better aligned with the changing market needs and the redevelopment plan of the local government. The Group will continue to pursue its business strategies as disclosed above and intends to use the unutilized proceeds as below:

董事認為，本集團的業務計劃實施的延誤或因而作出的調整對本集團並無重大不利影響，因其與瞬息萬變的市場需要及當地政府的重建計劃更為一致。本集團將繼續尋求其於以上所披露的業務戰略，並擬使用尚未動用的所得款項如下：

		For the three months ending 31 December 2019 截至2019年 12月31日 止三個月 RMB'000 人民幣千元	For the year ending 31 December 2020 截至2020年 12月31日 止年度 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Strengthening market position in Langfang</b>	<b>加強於廊坊的市場地位</b>			
— upgrading the environment and roads of the cemetery and developing new sectioned burial areas	— 提升墓園環境及道路及發展新的劃定墓區	2,018	4,900	6,918
— acquisition of additional facilities and vehicles	— 購置額外設施及車輛	287	462	749
<i>Sub-total</i>	<i>小計</i>	2,305	5,362	7,667
<b>Expanding the business scope of the Group to provide funeral services</b>	<b>擴大本集團的業務範疇以提供殯儀服務</b>			
— locating, leasing, designing and constructing premises for the operation of funeral services center and funeral services store in the living community	— 物色、租用、設計及建設用作營運殯儀服務中心及於小區內殯儀服務店的場地	900	6,323	7,223
— recruiting and training staff for provision of funeral services	— 招聘及培訓提供殯儀服務的人員	250	500	750
— conducting marketing activities for the Group's funeral services, purchasing vehicles for funeral rituals and other business operation	— 進行有關本集團殯儀服務的營銷活動及為殯儀儀式及其他業務經營購置汽車	250	250	500
<i>Sub-total</i>	<i>小計</i>	1,400	7,073	8,473
<b>Tapping further into the burial market in the Jing-Jin-Ji megalopolis &amp; pursuing strategic alliance and acquisition opportunities</b>	<b>深入發掘京津冀都市圈的殯葬服務市場及尋求戰略聯盟及收購機會</b>	2,000	10,016	12,016
<b>Total</b>	<b>總計</b>	<b>5,705</b>	<b>22,451</b>	<b>28,156</b>

The Company will make further announcement and will comply with the disclosure requirements under rules 18.08A and 18.32 of the GEM Listing Rules, if there is any further update on the use of the net proceeds and the unutilized amount.

## FOREIGN EXCHANGE EXPOSURE

The Group's business is principally denominated in RMB. As certain bank deposits denominated in Hong Kong dollars, therefore, the Group is exposed to foreign currency exchange risk. No currency hedging arrangement has been made by the Group during the period. The Directors are actively and regularly monitoring the exposure to foreign exchange so as to minimize the foreign exchange rate risk.

## CONTINGENT LIABILITIES AND CAPITAL COMMITMENT

As at 30 September 2019, the Group did not have any material contingent liabilities and capital commitment.

## EVENTS AFTER THE REPORTING PERIOD

No important event affecting the Group have occurred subsequent to 30 September 2019 and up to the date of this report.

本公司將會根據GEM上市規則第18.08A和18.32條遵守相關披露要求，就可能的所得款項淨額用途的更新及尚未動用的所得款項淨額金額做進一步的公告。

## 外匯風險

本集團的業務主要以人民幣計值。由於若干銀行存款以港幣計值，因此，本集團承受外匯風險。本集團在期內概無進行外幣對沖安排。董事積極定期監察所承受的外匯風險，以盡可能降低外匯風險。

## 或然負債及資本承擔

截至2019年9月30日，本集團並無任何重大或然負債及資本承擔。

## 報告期後事件

於2019年9月30日後及直至本報告日期，並無發生對本集團有重大影響的事件。



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

As at 30 September 2019, the interests and short positions of each of the Directors and chief executive and their associates 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 (the “SFO”) which would have to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

**董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的權益及淡倉**

截至2019年9月30日，各董事、最高行政人員及彼等的聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有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的權益及淡倉(包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入本公司所存置登記冊的權益及淡倉，或根據GEM上市規則第5.46條至第5.67條須另行知會本公司及聯交所的權益及淡倉如下：

Name of the Director	Capacity/nature of interests	Number and class of Securities	Percentage of Shareholding (Note 3) 佔股權百分比 (附註3)
董事姓名	身份／權益性質	證券數目及類別	(附註3)
Ms. Zhao Ying (Note 2)	Founder of a discretionary trust who can influence how the trustee exercises its discretion	700,000,000 (L) (Note 1)	70% (Note 3)
趙穎女士(附註2)	全權信託創立人，可影響受託人行使其酌情權之方式	700,000,000 (L) (附註1)	70% (附註3)

Notes:

- (1) The letter “L” refers to the long position of the Shares.
- (2) Ms. Zhao Ying is the chairman and the non-executive director of the Company. She is the settlor, sole member of The Hope Trust’s protective committee and a beneficiary of The Hope Trust, which is a discretionary trust and TMF (Cayman) Ltd. is on the trusts of The Hope Trust. TMF (Cayman) Ltd. wholly owns the entire share capital of Lily Charm Holding Limited. Lily Charm Holding Limited wholly owns the entire issued share capital of Tai Shing International Investment Company Limited. Therefore, Ms. Zhao Ying is deemed to be interested in the 700,000,000 Shares directly held by Tai Shing International Investment Company Limited.
- (3) The percentage is calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2019.

附註：

- (1) 英文字母「L」表示股份中之好倉。
- (2) 趙穎女士為本公司主席兼非執行董事。彼為The Hope Trust財產授予人及受益人，以及The Hope Trust保護委員會之唯一成員。The Hope Trust為全權信託，而TMF (Cayman) Ltd.為The Hope Trust受託人。TMF (Cayman) Ltd.全資擁有Lily Charm Holding Limited之全部股本。Lily Charm Holding Limited全資擁有泰盛國際投資有限公司之全部已發行股本。因此，趙穎女士被視為於泰盛國際投資有限公司直接持有之700,000,000股股份中擁有權益。
- (3) 百分比按截至2019年9月30日已發行之1,000,000,000股股份計算。

Save as disclosed above, as at 30 September 2019, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，截至2019年9月30日，概無本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何其他權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須記錄於本公司存置之登記冊之權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉。

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

As at 30 September 2019, so far as was known to the Directors, the following persons/entities (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

## 主要股東於本公司的股份及相關股份中的權益及淡倉

截至2019年9月30日，據董事所知，以下人士／實體（並非董事或本公司最高行政人員）於股份或相關股份中，擁有或視為擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露的權益或淡倉或根據證券及期貨條例第336條須記錄於本公司存置之登記冊之權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本公司或本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上的權益：

Name of Shareholder	Capacity/nature of interests	Number and class of Securities (Note 1) 證券數目及類別 (附註1)	Percentage of Shareholding (Note 5) 佔股權百分比 (附註5)
股東姓名／名稱	身份／權益性質		
Tai Shing International Investment Company Limited	Beneficial owner (Note 2)	700,000,000 (L)	70%
泰盛國際投資有限公司	實益擁有人(附註2)	700,000,000 (L)	70%
Lily Charm Holding Limited	Interest in a controlled Corporation (Notes 2, 3)	700,000,000 (L)	70%
Lily Charm Holding Limited	受控法團權益 (附註2、3)	700,000,000 (L)	70%
TMF (Cayman) Ltd.	Trustee (Notes 2, 3, 4)	700,000,000 (L)	70%
TMF (Cayman) Ltd.	受託人(附註2、3、4)	700,000,000 (L)	70%

Notes:

- (1) The letter “L” refers to the entity/person’s long position in the Shares.
- (2) Tai Shing International Investment Company Limited directly holds 700,000,000 Shares of the Company.
- (3) Lily Charm Holding Limited holds the entire of issued share capital of Tai Shing International Investment Company Limited, thus Lily Charm Holding Limited is deemed to be interested in the 700,000,000 Shares of the Company.
- (4) TMF (Cayman) Ltd. is the trustee of The Hope Trust, which is a discretionary trust set up by Ms. Zhao Ying, the chairman and non-executive Director of the Company. TMF (Cayman) Ltd. directly holds the entire issued share capital of Lily Charm Holding Limited. Therefore, TMF is deemed to be interested in 700,000,000 Shares of the Company.
- (5) The percentage is calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2019.

附註：

- (1) 英文字母「L」表示該實體／人士於股份中的好倉。
- (2) 泰盛國際投資有限公司直接持有700,000,000股本公司股份。
- (3) Lily Charm Holding Limited持有泰盛國際投資有限公司全部已發行股本，因此Lily Charm Holding Limited被視為於700,000,000股本公司股份中擁有權益。
- (4) TMF (Cayman) Ltd.為The Hope Trust之受託人，而The Hope Trust為本公司主席兼非執行董事趙穎女士成立之全權信託。TMF (Cayman) Ltd.直接持有Lily Charm Holding Limited之全部已發行股本。因此，TMF被視為於700,000,000股本公司股份中擁有權益。
- (5) 百分比按截至2019年9月30日已發行之1,000,000,000股股份計算。

Save as disclosed above, as at 30 September 2019, the Directors were not aware of any other persons, except disclosed below under “Other persons’ interests and short positions in the Shares and underlying Shares of the Company” other than the Directors and chief executive of the Company who had, or was deemed to have, interests or short positions in the Shares, underlying Shares and debenture of the Company and its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO; or who is directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

除上文所披露者外，截至2019年9月30日，除於下文「其他人士於本公司的股份及相關股份中的權益及淡倉」所披露者外，董事概不知悉有任何人士（本公司董事及最高行政人員除外）於本公司及其相聯法團股份、相關股份及債權證中擁有或視作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉；或根據證券及期貨條例第336條須記錄於本公司存置之登記冊之權益或淡倉；或將直接或間接擁有附有權利可在所有情況下於本公司或本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上權益。

**OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

As at 30 September 2019, so far as was known to the Directors, the following persons/entities (not being Directors, chief executive or substantial shareholders of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

**其他人士於本公司的股份及相關股份中的權益及淡倉**

截至2019年9月30日，就董事所知，以下人士／實體（本公司董事、最高行政人員或主要股東除外）於股份或相關股份中擁有或被視作擁有須根據證券及期貨條例第XV部第2及3分部的條文向本公司披露之權益或淡倉，或根據證券及期貨條例第336條須記錄於本公司存置之登記冊之權益或淡倉：

<b>Name of shareholders</b>	<b>Capacity/nature of interests</b>	<b>Number and class of Securities</b> <i>(Note 1)</i> 證券數目及類別 <i>(附註1)</i>	<b>Percentage of Shareholding</b> <i>(Note 3)</i> 佔股權百分比 <i>(附註3)</i>
股東姓名／名稱	身份／權益性質		
Fairich Trading Limited 飛富貿易有限公司	Beneficial owner 實益擁有人	82,610,000 (L) 82,610,000 (L)	8.3% 8.3%
Ms. Xing Junying 邢軍英女士	Interest in a controlled corporation <i>(Note 2)</i> 受控法團權益 <i>(附註2)</i>	82,610,000 (L) 82,610,000 (L)	8.3% 8.3%

Notes:

- (1) The letter "L" denotes the entity/person's long position in the Shares.
- (2) Fairich Trading Limited is directly wholly owned by Ms. Xing Junying.
- (3) The percentage is calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2019.

附註：

- (1) 英文字母「L」表示該實體／人士於股份中的好倉。
- (2) 飛富貿易有限公司由邢軍英女士直接全資擁有。
- (3) 百分比按截至2019年9月30日已發行之1,000,000,000股股份計算。

Save as disclosed above, as at 30 September 2019, the Directors are not aware of any other person or corporation other than the Directors, the chief executive and substantial shareholders of the Company who had, or was deemed to have, interests or short positions in the Shares, underlying Shares and debenture of the Company and its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

#### **PURCHASES, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES**

The Company's shares were listed on GEM on 27 September 2017. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities after the date of Listing and up to the date of this report.

除上文所披露者外，截至2019年9月30日，董事概不知悉有任何其他人士或公司（本公司董事、最高行政人員及主要股東除外）於本公司及其相聯法團股份、相關股份及債權證中擁有或視作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉；或根據證券及期貨條例第336條須記錄於本公司存置之登記冊之權益或淡倉。

#### **購買、出售或贖回本公司的上市證券**

本公司股份於2017年9月27日在GEM上市。而本公司或其任何附屬公司概無於上市日期後直至本報告日期購買、出售或贖回任何本公司的上市證券。



## DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST IN COMPETING INTERESTS OR CONFLICT OF INTEREST

Ms. Zhao Ying, The Hope Trust, Lily Charm Holding Limited, Tai Shing International Investment Company Limited, individually and collectively as the controlling shareholder(s) (the “Controlling Shareholder(s)”) (as defined under GEM Listing Rules) of the Company, has entered into the deed of non-competition dated 7 September 2017 (the “Deed of Non-competition”) in favor of the Company, details of which were set out in the Prospectus. Pursuant to the Deed of Non-competition, the Controlling Shareholders have irrevocably undertaken to the Company that they will not and will procure their respective close associate (except any member of the Group) not to, directly or indirectly (whether in the capacity of principal or agent, whether for its own benefit or jointly with or on behalf of any person, firm or company, whether within or outside China), commence, engage in, participate in or acquire any business which competes or may compete directly or indirectly with the core business of the Group, being burial service business and funeral services that the Group plans to expand into or own any rights or interests in such businesses.

## 董事及主要股東於競爭權益的權益或利益衝突

於2017年9月7日，趙穎女士、The Hope Trust、Lily Charm Holding Limited及泰盛國際投資有限公司（個別及共同作為本公司的控股股東（「控股股東」，定義見GEM上市規則）以本公司為受益人訂立不競爭契據（「不競爭契據」），詳情載於招股章程。根據不競爭契據，控股股東不可撤回地向本公司承諾，彼等不會並將促使彼等各自的緊密聯繫人（本集團任何成員公司除外）不會直接或間接（不論以當事人或代理身份、不論為自身利益或與任何人士、商號或公司共同或代表彼等、不論在中國境內或境外）開展、從事、參與或收購與本集團核心業務（即殯葬服務業務及本集團計劃拓展的殯儀服務）直接或間接競爭或可能競爭的任何業務，或擁有該等業務的任何權利或權益。

Since the date of Listing and up to the date of this report, the Directors are not aware of any business or interest of the Directors, the Substantial Shareholders and their respective associates (as defined in the GEM Listing Rules) that competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

The Controlling Shareholders have confirmed to the Company that from the effective date of the Deed of the Non-competition and up to the date of this report, Ms. Zhao Ying, The Hope Trust, Lily Charm Holding Limited, Tai Shing International Investment Company Limited and their respective close associates (as defined under the GEM Listing Rules) have complied with the undertakings contained in the Deed of Non-competition.

自上市日期起至本報告日期止，董事並不知悉，董事、主要股東及彼等各自的聯繫人(定義見GEM上市規則)從事任何與本集團業務直接或間接構成或可能構成競爭的業務或於其中擁有權益，或任何有關人士與本集團存在或可能存在任何其他利益衝突。

控股股東已向本公司確認，自不競爭契據生效日期起至本報告日期止，趙穎女士、The Hope Trust、Lily Charm Holding Limited及泰盛國際投資有限公司及彼等各自的緊密聯繫人(定義見GEM上市規則)均已遵守不競爭契據所載的承諾。

## COMPLIANCE ADVISER'S INTERESTS

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Innovax Capital Limited (“Innovax Capital”) as the compliance adviser of the Company. As informed by Innovax Capital, as at 30 September 2019, neither Innovax Capital, nor any of its directors, employees or close associates (as defined in the GEM Listing Rules) has or may have, any interests in the securities of the Company or any other companies of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Innovax Capital dated 28 March 2017.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules on terms no less exacting than the required standard of dealings. Having made specific enquiries of the Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the period from the date of listing up to the date of this report.

## 合規顧問的權益

本公司根據GEM上市規則第6A.19條委任創陞融資有限公司(「創陞融資」)擔任本公司的合規顧問。誠如創陞融資所告知，截至2019年9月30日，除本公司與創陞融資於2017年3月28日訂立的合規顧問協議外，根據GEM上市規則第6A.32條，創陞融資或其任何董事、僱員或緊密聯繫人(定義見GEM上市規則)概無於本公司或本集團任何其他公司的證券中擁有須知會本公司的任何權益。

## 董事的證券交易

本公司已根據GEM上市規則第5.48至5.67條就董事進行本公司證券交易採納一套不低於所規定的交易標準的行為守則。經向全體董事作出具體查詢後，全體董事已確認，於上市日期至本報告日期的期間，彼等已遵守交易必守標準及本公司所採納有關董事進行證券交易的行為守則。

## CORPORATE GOVERNANCE PRACTICES

The Board recognizes the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve accountability. In the opinion of the Board, the Company has applied the principles and complied with all the applicable code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules during the period from the date of Listing to 30 September 2019.

## AUDIT COMMITTEE

The Company established the audit committee (the “Audit Committee”) with written terms of reference with Rules 5.28 to 5.29 of the GEM Listing Rules and paragraphs C.3.3 and C.3.7 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, making recommendations to the Board on the appointment and removal of external auditors, reviewing the financial information and disclosures, to oversee the audit process, to develop and review the policies and to perform other duties and responsibilities as assigned by the Board. The Audit Committee consists of three independent non-executive Directors, namely Dr. Wong Wing Kuen Albert, Mr. Cheung Ying Kwan and Mr. Choi Hon Keung Simon. Dr. Wong Wing Kuen Albert is the chairman of the Audit Committee.

## 企業管治常規

董事會深明良好的企業管治對本集團管理架構及內部監控程序相當重要，藉以達致有效的問責。董事會認為，本公司自上市日期起至2019年9月30日一直應用載於GEM上市規則附錄十五的企業管治守則的原則並遵守所有適用守則條文。

## 審核委員會

本公司已成立審核委員會（「審核委員會」）並以GEM上市規則第5.28至5.29條及GEM上市規則附錄十五所載企業管治守則C.3.3及C.3.7段制定其職權範圍。審核委員會的主要職責為透過提供有關本集團財務報告程序、內部控制及風險管理制度有效性的獨立意見、向董事會提供有關任免外聘核數師的推薦意見、審閱財務資料及披露，協助董事會監察審核過程、制定及審閱政策，以及履行董事會指派的其他職務與職責。審核委員會由三名獨立非執行董事組成，即王永權博士、張應坤先生及蔡漢強先生。王永權博士為審核委員會主席。

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the Period, which is of the opinion that such statements comply with the applicable accounting standards, the Exchange and legal requirements, and that adequate disclosures have been made.

By order of the Board  
**China Wan Tong Yuan (Holdings) Limited**  
**Zhao Ying**  
Chairman

Hong Kong, 11 November 2019

*As at the date of this report, the Board of the Company comprises the chairman and non-executive Director of the Company, namely Ms. Zhao Ying, two executive Directors of the Company, namely Ms. Li Xingying and Mr. Huang Guangming, and three independent non-executive Directors of the Company, namely Mr. Cheung Ying Kwan, Dr. Wong Wing Kuen Albert and Mr. Choi Hon Keung Simon.*

*This report will remain on the "Latest Listed Company Information" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and will also be published on the "Latest Listed Company Information" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company's website at [www.lfwtv.com](http://www.lfwtv.com).*

審核委員會已審閱本集團該期間的未經審核簡明合併財務報表，認為該等報表符合適用的會計準則、聯交所及法例規定，並且已作出充分披露。

承董事會命  
中國萬桐園(控股)有限公司  
主席  
趙穎

香港，2019年11月11日

截至本報告日期，本公司董事會包括主席兼非執行董事趙穎女士，本公司兩名執行董事李興穎女士及黃廣明先生，以及本公司三名獨立非執行董事張應坤先生、王永權博士及蔡漢強先生。

本報告將由刊登日期起計至少一連七日於GEM網站[www.hkgem.com](http://www.hkgem.com)「最新上市公司資料」一頁登載，並亦將於聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)「最新上市公司資料」一頁以及本公司網站[www.lfwtv.com](http://www.lfwtv.com)刊登。



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