

UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Formerly known as Chanceton Financial Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

2019

THIRD QUARTERLY REPORT



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Unitas 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 Stock 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 or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.



HIGHLIGHTS

- Unaudited revenue of the Group for the nine months ended 31 December 2019 amounted to HK\$38,112,000, representing a decrease of approximately 50.48% when compare with the corresponding period in 2018.
- Consolidated loss attributable to owners of the Company for the nine months ended 31 December 2019 was approximately HK\$7,262,000 as compared to a profit of approximately HK\$782,000 in corresponding period in 2018.
- **Loss per share of the Company for the nine months ended 31 December 2019 was approximately HK\$0.29 cents.**
- **The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2019.**



FINANCIAL RESULTS (UNAUDITED)

The board of Directors (the “Board”) of Unitas Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 31 December 2019, together with the unaudited comparative figures for the corresponding period in 2018, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2019

		Three months ended		Nine months ended	
		31 December		31 December	
		2019	2018	2019	2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(restated)		(restated)
Revenue	3	7,159	23,600	38,112	76,957
Cost of sales		(5,686)	(19,319)	(33,744)	(62,407)
Gross profit		1,473	4,281	4,368	14,550
Other gains and losses	3	52	(1,274)	(5)	542
Administrative and operating expenses		(4,114)	(3,316)	(11,377)	(12,631)
Finance costs	5	(122)	–	(240)	–
(Loss)/profit before tax	6	(2,711)	(309)	(7,254)	2,461
Income tax	7	99	(425)	(8)	(1,679)



	Three months ended		Nine months ended	
	31 December		31 December	
	2019	2018	2019	2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(restated)		(restated)
(Loss)/profit for the period	(2,612)	(734)	(7,262)	782
Other comprehensive income, net of tax				
Items that may be subsequently reclassified to profit or loss:				
Other comprehensive income for the period, net of tax	-	-	-	-
Total comprehensive (loss)/income for the period	(2,612)	(734)	(7,262)	782
(Loss)/profit attributable to owners of the Company for the period	(2,612)	(734)	(7,262)	782
Total comprehensive (loss)/income attributable to owners of the Company for the period	(2,612)	(734)	(7,262)	782
(Loss)/profit per share attributable to owners of the Company				
		8		
Basic and diluted (HK cents)	(0.11)	(0.03)	(0.29)	0.03



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2019

	Attributable to owners of the Company							
	Share capital	Share premium	Other reserve	Exchange translation reserve	Convertible bond reserve	Share base payment reserve	Retained profits/ (accumulated losses)	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2019 (audited)	24,730	288,837	19	-	-	1,954	(251,807)	63,733
Profit for the period	-	-	-	-	-	-	(7,262)	(7,262)
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	-	(7,262)	(7,262)
At 31 December 2019 (unaudited)	24,730	288,837	19	-	-	1,954	(259,069)	56,471
At 1 April 2018 (audited)	24,730	288,837	19	-	-	1,954	(231,946)	83,594
Profit for the period	-	-	-	-	-	-	782	782
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	-	782	782
At 31 December 2018 (unaudited)	24,730	288,837	19	-	-	1,954	(231,164)	84,376



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

For the nine months ended 31 December 2019

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 20 April 2011 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Room 801B, 8/F, West Wing, Tsim Sha Tsui Centre, No. 66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares were listed on the GEM of the Stock Exchange on 12 October 2011.

The Company is an investment holding company. The principal activities of its subsidiaries are the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC, shipping and logistics services and IP automation and entertainment business.

2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated third quarterly financial statements for the nine months ended 31 December 2019 (the "Third Quarterly Accounts") have been prepared in accordance with Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The significant judgments made by management in applying the Group's accounting policies and key sources of estimate uncertainty used in the preparation of the Third Quarterly Accounts are consistent with those used in the annual financial statements for the year ended 31 March 2019. The Third Quarterly Accounts do not include all of the information required for annual financial statements and thereby they should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The Third Quarterly Accounts have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The Third Quarterly Accounts are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.



3. REVENUE AND OTHER REVENUE

Revenue represents fees income received from corporate finance advisory services rendered during the periods.

	Three months ended 31 December		Nine months ended 31 December	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Revenue				
Corporate finance advisory income	1,022	948	2,878	2,099
Dry bulk shipping and shipping agent services	5,725	22,652	34,822	74,858
IP automation and entertainment business	412	–	412	–
	7,159	23,600	38,112	76,957
Other gains and losses				
Sundry income	10	–	43	1,963
Interest income from a borrowing	–	–	–	50
Management fee income	50	74	200	224
Bank interest income	–	–	1	1
Realised gain/(loss) on financial assets at FVTPL	–	–	(195)	–
Unrealised (loss)/gain on financial assets at FVTPL	(8)	(1,348)	(54)	(1,696)
	52	(1,274)	(5)	542



4. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by reportable segments:

	Corporate finance advisory service		Dry bulk shipping and shipping agent		IP automation and entertainment business		Consolidated	
	Nine months ended		Nine months ended		Nine months ended		Nine months ended	
	31 December		31 December		31 December		31 December	
	2019	2018	2019	2018	2019	2018	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	2,878	2,099	34,822	74,858	412	–	38,112	76,957
Segment results	(1,884)	(2,384)	36	10,114	(1317)	–	(3,165)	7,730
Unallocated corporate expenses							(4,051)	(5,493)
Unallocated income							202	224
Finance cost							(240)	–
(Loss)/profit before tax							(7,254)	2,461
Income tax							(8)	(1,679)
(Loss)/profit for the period							(7,262)	782

5. FINANCE COSTS

	Three months ended		Nine months ended	
	31 December		31 December	
	2019	2018	2019	2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on lease liabilities	122	–	240	–



6. PROFIT/(LOSS) BEFORE TAX

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

	Three months ended 31 December		Nine months ended 31 December	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Depreciation	1,036	120	2,343	362
Minimum lease payment in respect of premises	51	291	165	801
– Wages, salaries, allowances and bonus	1,649	2,220	5,585	8,651
– Pension scheme contributions	40	46	145	184
	1,689	2,266	5,730	8,835

7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) for the three months and nine months ended 31 December 2019 and 2018.

	Three months ended 31 December		Nine months ended 31 December	
	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2018 (Unaudited) HK\$'000
Current tax	(99)	425	8	1,679
	(99)	425	8	1,679

There was no significant unprovided deferred tax for the relevant periods and at the end of each reporting period.



8. DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2019.

9. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share for each of the three months and nine months ended 31 December 2019 and 2018 are calculated by dividing the (loss)/profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the periods.

	For the three months ended 31 December 2019	For the nine months ended 31 December 2019	For the three months ended 31 December 2018	For the nine months ended 31 December 2018
Profit/(Loss) attributable to the owners of the Company	HK\$2,612,000	HK\$7,262,000	(HK\$734,000)	HK\$782,000
Weighted average number of ordinary share in issue	2,472,959,333	2,472,959,333	2,472,959,333	2,472,959,333
Earnings/(loss) per share (HK cents per share)	(0.11)	(0.29)	(0.03)	0.03

All outstanding share options of the Company have not been included in the computation of diluted earnings per share as they did not have a dilutive effect to the Company's (loss)/earnings per share during the three months and nine months ended 31 December 2019 and 2018 because the exercise prices of these Company's share options were higher than the average market prices of the Company's shares during the period.

10. APPROVAL OF THIRD QUARTERLY FINANCIAL STATEMENTS

The Third Quarterly Accounts were approved and authorised for issue by the Board on 14 February 2020.

DIVIDEND

The Directors do not recommend the payment of an dividend for the nine months ended 31 December 2019.



MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged in the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC, provision of shipping and logistics services as well as IP automation and entertainment business.

Corporate finance advisory business

The Group continues seeking to position itself as one of the active local corporate finance advisory service providers in Hong Kong. The Group provides a broad range of corporate finance advisory services to its clients, including:

- (i) advising on the The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rule"), the GEM Listing Rules and The Codes on Takeovers and Mergers and Share Repurchases (the "Takeovers Code");
- (ii) acting as independent financial adviser to transactions of listed issuers falling under the Listing Rules, the GEM Listing Rules and the Takeovers Code;
- (iii) advising on merger(s) and acquisition(s) (the "M&A") activities and other corporate activities; and
- (iv) advising on corporate resumption.

During the period under review, the Group recorded revenue of approximately HK\$2,878,000, representing an increase of approximately 37.11% when compared to the corresponding period in 2018. During the period under review, we have explored new clients while continued to provide services to our existing clients.



MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Dry bulk shipping and shipping agent services

During the period under review, revenue contributed from dry bulk shipping and shipping agent business was approximately HK\$34,822,000 (2018: HK\$74,858,000), representing a decrease of approximately 53.48%. The decrease in revenue was mainly due to lost of customers of our dry bulk shipping services. In view of the continuing volatile global market conditions and the continuing tightening relationship between the U.S. and Iran, our dry bulk shipping business has suffered from more limitations in designing a feasible and profitable shipping routes, which lead to longer idle ship times during our voyage and eventually seriously affected the profitability. In view of the above factors, our dry bulk shipping service did not accept orders from customers that were considered not profitable, which have resulted in lost of customers and affected revenue from our dry bulk shipping service. On the other hand, our shipping agent service has been operating at normal pace throughout the financial period. We will closely monitor the business development of our dry bulk shipping service and may re-formulate appropriate business strategy towards our dry bulk shipping service from time to time.

IP automation and entertainment business

Wider Yield Limited, a subsidiary of Unitas Holding Ltd., is a newly formed entertainment experiential company focusing on IP automation and experiential entertainment business. Integrating technology into culture and entertainment with 5 key elements including "IP", "Experience", "Entertainment" "Automation" and "Scene," The company has obtained the licensed right of a list of well-known international IP brands from its cooperation partner, namely Despicable Me, MINIONS, Koukou, Disney, Tuzki, Teddy8Friends, WE BARE BEARS and Nonopanda and more. The licence rights include products, automation machines, scenic designs, cafe and event operations for HK, the Mainland China, Macau and Taiwan. Our mission is to be the top-class IP entertainment experience operator to bring fun and joyful experience to people all over the world. The first 2 HK operations, under the brand name "Ganawawa", has been launched at Tsz Wan Shan Centre in November 2019 and the Westwood in December 2019. They are the IP thematic experience centres providing different IP products from automation gift machines, thematic game machines, carnival game booths as well as retail outlet. During the period under review the IP automation and entertainment business generated revenue of approximately HK\$412,000 since commencement of business in November 2019. The IP automation and entertainment business recorded loss after taxation of approximately HK\$1,461,000 since its commencement of business up to 31 December 2019.



MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Financial Review

Results

For the nine months ended 31 December 2019, the revenue of the Group decreased by approximately 50.48% to approximately HK\$38,112,000 compared to approximately HK\$76,957,000 in the corresponding period in 2018. The decrease was mainly due to the decline in performance of the Group's dry bulk shipping and shipping agent business.

The Group's administrative and operating expenses for the nine months ended 31 December 2019 was approximately HK\$11,377,000 as compare to approximately HK\$12,631,000 recorded in the corresponding period in 2018.

In view of the above-mentioned business performance of each business segment as above-mentioned, the Group's loss attributable to owners of the Company for the nine months ended 31 December 2019 was approximately HK\$7,262,000 compared to a profit of approximately HK\$782,000 in the corresponding period last year.

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 31 December 2019, the Group did not pledge any of its assets (31 December 2018: nil) as securities for the banking facilities granted to the Group.



EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had 22 full-time employees (31 December 2018: 20), including the Directors. Total employee benefit expenses (including Directors' emoluments) were approximately HK\$5,730,000 for the nine months ended 31 December 2019 as compared to approximately HK\$8,835,000 for the nine months ended 31 December 2018. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Discretionary bonuses will be paid to employees with reference to the financial performance of the Group in the preceding financial year as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong.

OUTLOOK

We will keep monitoring our corporate finance advisory services, the dry bulk shipping and shipping agent business and IP automation and entertainment business. In view of the continuous severe financial market, our corporate finance advisory segment is under challenging industry environment, business performance of which continue to be volatile. We will keep monitoring closely business performance of our corporate finance advisory business and may adjust our business strategy if necessary. For our dry bulk shipping and shipping agent business, we consider to adopt a wait-and-see attitude towards our dry bulk shipping service and will only explore any orders which to our assessment is profitable while we will continue to drive our comparatively more asset-light shipping agent business.

For our new IP automation and entertainment business, the third operation will be opened in Mongkok in March 2020. Also, the company has aligned with numbers of China and Hong Kong property developers in providing a total solution of IP thematic entertainment experience to their premises. In the future, the company is proactively expanding their operations and network in China, HK, Macau, Taiwan and the rest of Asia.

We will continue to actively explore other business opportunities to maximize shareholder's wealth and diversify business risk like the IP automation and entertainment business. We will continue to dedicate the best effort to lead the Group to strive for the best interests for the Company's shareholders.



SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (the “Scheme”) on 21 September 2011 under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Company’s shares. The principal terms of the Scheme are summarised in the paragraph headed “Share Option Scheme” in Appendix V to the prospectus of the Company.

Details of options granted are as follows:

Options type	Date of grant	Exercisable period	Exercise price per share	Fair value at grant date per share	Remaining contractual life of options
			HK\$	HK\$	
2014	17/9/2014	17/9/2014 – 16/9/2024	0.68	0.13027	4 years

The following table discloses movements of the Company’s share options held by employees and directors during the period ended 31 December 2019:

Participant	Date of grant	Exercise price per share	Exercise period	At 1 April 2019	Number of options				At 31 December 2019
					Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
		HK\$		'000	'000	'000			'000
Employees other than directors	17/9/2014	0.68	17/9/2014 – 16/9/2024	12,500	-	-	-	-	12,500
Consultants	17/9/2014	0.68	17/9/2014 – 16/9/2024	2,500	-	-	-	-	2,500
				15,000	-	-	-	-	15,000



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

As at 31 December 2019, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director and chief executive	Type of interests	Number of ordinary shares held	Number of underlying shares pursuant to share option	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy (<i>Note 1</i>)	Beneficial owner	407,890,000	–	16.49%
	Interest of a controlled corporation	229,062,500	–	9.26%
Mr. Wong Kam Wah (<i>Note 2</i>)	Interest of a controlled corporation	20,000,000	–	0.81%
Ms. Man Wing Yee Ginny	Beneficial owner	441,900,000	–	17.87%
Mr. Wang Qiang	Beneficial owner	100,000,000	–	4.04%
Mr. Lau Ling Tak	Beneficial owner	43,937,500	–	1.78%



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

Long positions in the Company (Continued)

1. Ms. Ho Chiu Ha Maisy has a total interest in 636,952,500 shares/underlying shares (representing and aggregate of approximately 25.68% shareholding in the Company), of which (i) 229,062,500 shares were allotted to Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company, As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited by virtue of the SFO; and (ii) Ms. Ho Chiu Ha Maisy personal held 407,890,000 shares.
2. These shares are registered in the name of Kate Glory Limited. Mr. Wong Kam Wah is the beneficial owner of 100% of the issued share capital of Kate Glory Limited. By virtue of the SFO, Mr. Wong Kam Wah is deemed to be interest in 20,000,000 shares held by Kate Glory Limited.

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2019, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:



Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Refulgent Sunrise Limited (Note)	Beneficial owner	229,062,500	–	9.26%
Mr. Zhao Genlong	Beneficial owner	200,000,000	–	8.09%

Note:

Refulgent Sunrise Limited is a company incorporated in BVI with limited liabilities and is owned as to 36% by Ms. Ho Chiu Ha Maisy. As a result, Ms. Ho Chiu Ha Maisy and Mr. Tsang Yan are deemed to be interested in this shareholding through Refulgent Sunrise Limited by virtue of the SFO. Ms. Ho Chiu Ha Maisy personally held 407,890,000 shares.

Save as disclosed above, as at 31 December 2019, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.



DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries, has purchased, redeemed or sold any of the Company's listed shares during the nine months ended 31 December 2019.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the nine months ended 31 December 2019, none of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by directors during the nine months ended 31 December 2019.

CODE OF CORPORATE GOVERNANCE PRACTICES

Throughout the nine months ended 31 December 2019, the Company had complied with all the code provisions set out in the Appendix 15 Corporate Governance Code and Corporate Governance Report (the "CG Code") of the GEM Listing Rules with the exception of the following deviation:

CODE PROVISION E.1.2

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.



DEVIATION

The chairlady of the Board, Ms. Ho Chiu Ha Maisy, was unable to attend the annual general meeting of the Company held on 30 September 2019 (the “AGM 2019”) as she had other important business engagement. However, Mr. Lau Ling Tak, an executive Director, had chaired the AGM 2019 in accordance with the articles of association of the Company.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) on 21 September 2011, with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. The Committee comprises four independent non-executive Directors, namely Mr. Siu Chi Yiu Kenny, Mr. Lee Chi Keung Jim, Mr. William Robert Majcher and Mr. Yau Yan Ming Raymond (as the Committee chairman). The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2019 have not been audited by the Company’s auditors, but have been reviewed by the Committee, who is of the opinion that the financial statements comply with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

By Order of the Board
Unitas Holdings Limited
Ho Chiu Ha Maisy
Chairlady

Hong Kong, 14 February 2020

As at the date of this report, the Company’s executive Directors are Ms. Ho Chiu Ha Maisy (Chairlady), Mr. Wong Kam Wah, Mr. Lau Ling Tak, Ms. Man Wing Yee Ginny, and Mr. Wang Qiang, and the independent non-executive Directors are Mr. Siu Chi Yiu Kenny, Mr. Lee Chi Keung Jim and Mr. Yau Yan Ming Raymond.