



# Dafeng Port Heshun Technology Company Limited

## 大豐港和順科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8310

### FIRST QUARTERLY REPORT

# 2020



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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This report, for which the directors (the “**Directors**”) of Dafeng Port Heshun Technology Company 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, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

# FINANCIAL SUMMARY

The Group's total revenue for the three months ended 31 March 2020 (the "**Period**") was approximately HK\$292.3 million, representing a decrease of approximately 38.4% as compared with the total revenue of approximately HK\$474.4 million for the corresponding period in 2019.

Loss before taxation for the Period was approximately HK\$20.1 million, representing a decrease of loss of approximately 22.1% as compared with the loss before taxation of approximately HK\$25.8 million for the corresponding period in 2019.

Loss attributable to the equity holders of the Company for the Period was approximately HK\$20.3 million, representing a decrease of loss of approximately 31.2% as compared with the loss attributable to the equity holders of the Company of approximately HK\$29.5 million for the corresponding period in 2019.

Loss per share for the Period was approximately HK1.58 cents (the corresponding period in 2019: approximately HK2.29 cents).

The board of Directors of the Company (the “**Board**”) presents the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 31 March 2020 (the “**First Quarterly Financial Statements**”) together with the comparative figures for the corresponding period in 2019 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2020

|  | Note | Unaudited<br>Three months ended<br>31 March |                  |
|--|------|---|------------------|
|  |      | 2020<br>HK\$'000                            | 2019<br>HK\$'000 |
| <b>Revenue</b>   | 3    | <b>292,295</b>                              | 474,408          |
| Cost of sales  |      | <b>(297,578)</b>                            | (472,294)        |
| Gross (loss)/profit  |      | <b>(5,283)</b>                              | 2,114            |
| Other income   |      | <b>4,216</b>                                | 417              |
| Administrative expenses  |      | <b>(6,111)</b>                              | (14,100)         |
| Finance costs  |      | <b>(12,885)</b>                             | (14,348)         |
| Gain on disposal of a subsidiary                                       |      | –   | 127              |
| <b>Loss before taxation</b>  | 4    | <b>(20,063)</b>                             | (25,790)         |
| Taxation   | 5    | –   | –                |
| <b>Loss for the period</b>   |      | <b>(20,063)</b>                             | (25,790)         |
| <b>Other comprehensive income:</b>                                     |      |   |                  |
| Item that may be reclassified to profit or loss in subsequent periods: |      |   |                  |
| Exchange difference arising from translation of foreign operations     |      | <b>1,942</b>                                | 21,785           |
| <b>Total comprehensive loss for the period</b>                         |      | <b>(18,121)</b>                             | (4,005)          |

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2020

|   | Note | Unaudited<br>Three months ended<br>31 March |                  |
|---|------|---|------------------|
|   |      | 2020<br>HK\$'000                            | 2019<br>HK\$'000 |
| <b>(Loss)/Profit attributable to:</b>                               |      |   |                  |
| Equity holders of the Company                                       |      | <b>(20,315)</b>                             | (29,537)         |
| Non-controlling interests   |      | <b>252</b>                                  | 3,747            |
|   |      | <b>(20,063)</b>                             | (25,790)         |
| <b>Total comprehensive (loss)/income attributable to:</b>           |      |   |                  |
| Equity holders of the Company                                       |      | <b>(16,888)</b>                             | (11,215)         |
| Non-controlling interests   |      | <b>(1,233)</b>                              | 7,210            |
|   |      | <b>(18,121)</b>                             | (4,005)          |
| <b>Loss per share attributable to equity holders of the Company</b> |      |   |                  |
| Basic and Diluted (HK cents)  | 7    | <b>(1.58)</b>                               | (2.29)           |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2020

|  | Attributable to equity holders of the Company |               |                 |                  |                   |               |                    | Non-controlling interests | Total equity |          |
|--|---|---------------|-----------------|------------------|-------------------|---------------|--------------------|---------------------------|--------------|----------|
|  | Share capital                                 | Share premium | Capital reserve | Exchange reserve | Statutory reserve | Other reserve | Accumulated losses |                           |              |          |
|  | HK\$'000                                      | HK\$'000      | HK\$'000        | HK\$'000         | HK\$'000          | HK\$'000      | HK\$'000           | HK\$'000                  | HK\$'000     |          |
| At 1 January 2019<br>(audited)   | 12,880  | 201,419       | (7,337)         | (12,690)         | 831               | (9,151)       | (192,305)          | (6,353)                   | 23,280       | 16,927   |
| Loss for the period  | -   | -             | -               | -                | -                 | -             | (29,537)           | (29,537)                  | 3,747        | (25,790) |
| Exchange difference arising<br>from translation of foreign<br>operations | -   | -             | -               | 18,322           | -                 | -             | -                  | 18,322                    | 3,463        | 21,785   |
| <b>Total comprehensive loss for<br/>the period</b>                       | -   | -             | -               | 18,322           | -                 | -             | (29,537)           | (11,215)                  | 7,210        | (4,005)  |
| <b>Transactions with owners</b>  |   |               |                 |                  |                   |               |                    |                           |              |          |
| Disposal of a subsidiary   | -   | -             | -               | -                | -                 | -             | -                  | -                         | (4,114)      | (4,114)  |
| <b>Total transactions with owners</b>                                    | -   | -             | -               | -                | -                 | -             | -                  | -                         | (4,114)      | (4,114)  |
| At 31 March 2019 (unaudited)   | 12,880  | 201,419       | (7,337)         | 5,632            | 831               | (9,151)       | (221,842)          | (17,568)                  | 26,376       | 8,808    |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2020

|  | Attributable to equity holders of the Company |                |                 |                  |                   |                |                    |                  | Non-controlling interests | Total equity     |
|--|---|----------------|-----------------|------------------|-------------------|----------------|--------------------|------------------|---------------------------|------------------|
|  | Share capital                                 | Share premium  | Capital reserve | Exchange reserve | Statutory reserve | Other reserve  | Accumulated losses | Total            |                           |                  |
|  | HKS'000                                       | HKS'000        | HKS'000         | HKS'000          | HKS'000           | HKS'000        | HKS'000            | HKS'000          | HKS'000                   | HKS'000          |
| <b>At 1 January 2020 (audited)</b>                                 | <b>12,880</b>                                 | <b>201,419</b> | <b>(7,337)</b>  | <b>(27,250)</b>  | <b>833</b>        | <b>(9,151)</b> | <b>(1,138,906)</b> | <b>(967,512)</b> | <b>16,605</b>             | <b>(950,907)</b> |
| (Loss)/Profit for the period                                       | -   | -              | -               | -                | -                 | -              | (20,315)           | (20,315)         | 252                       | (20,063)         |
| Exchange difference arising from translation of foreign operations | -   | -              | -               | 3,427            | -                 | -              | -                  | 3,427            | (1,485)                   | 1,942            |
| <b>Total comprehensive (loss)/ income for the period</b>           | <b>-</b>                                      | <b>-</b>       | <b>-</b>        | <b>3,427</b>     | <b>-</b>          | <b>-</b>       | <b>(20,315)</b>    | <b>(16,888)</b>  | <b>(1,233)</b>            | <b>(18,121)</b>  |
| <b>At 31 March 2020 (unaudited)</b>                                | <b>12,880</b>                                 | <b>201,419</b> | <b>(7,337)</b>  | <b>(23,823)</b>  | <b>833</b>        | <b>(9,151)</b> | <b>(1,159,221)</b> | <b>(984,400)</b> | <b>15,372</b>             | <b>(969,028)</b> |

# NOTES TO THE UNAUDITED FIRST QUARTERLY FINANCIAL STATEMENTS

For the three months ended 31 March 2020

## 1. CORPORATION INFORMATION

The Company was incorporated in the Cayman Islands on 13 September 2011 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company is an investment holding company.

## 2. BASIS OF PREPARATION

The First Quarterly Financial Statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”), which collective term includes all applicable individual HKFRS, Hong Kong Accounting Standards (“**HKAS**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (Cap 622 of the Laws of Hong Kong). The First Quarterly Financial Statements also complies with the applicable disclosure requirements under the GEM Listing Rules.

The First Quarterly Financial Statements have been prepared on a basis consistent with the accounting policies adopted in the Group’s audited financial statements for the year ended 31 December 2019.

### **Adoption of new/revised HKFRS**

The adoption of the new/revised HKFRS that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new/revised HKFRS that have been issued but are not yet effective for the current period. The Directors have already commenced an assessment of the impact of these new and revised HKFRS but are not yet in a position to reasonably estimate whether these new and revised HKFRS would have a significant impact on the Group’s results of operations and financial position.



# NOTES TO THE UNAUDITED FIRST QUARTERLY FINANCIAL STATEMENTS

For the three months ended 31 March 2020

## 3. REVENUE

Revenue, which represents income from provision of integrated logistics handling and the relevant supporting services, trading business, and petrochemical products storage business is analysed by category as follows:

|   | Unaudited<br>Three months ended<br>31 March |                  |
|---|---|------------------|
|   | 2020<br>HK\$'000                            | 2019<br>HK\$'000 |
| Income from provision of integrated logistics handling and the relevant supporting services | <b>292</b>                                  | 2,421            |
| Income from trading business  | <b>290,254</b>                              | 469,856          |
| Income from provision of petrochemical products storage business                            | <b>1,749</b>                                | 2,131            |
|   | <b>292,295</b>                              | 474,408          |

# NOTES TO THE UNAUDITED FIRST QUARTERLY FINANCIAL STATEMENTS

For the three months ended 31 March 2020

## 4. LOSS BEFORE TAXATION

|  | Unaudited          |          |
|--|--------------------|----------|
|  | Three months ended |          |
|  | 31 March           | 2019     |
|  | 2020               | 2019     |
|  | HK\$'000           | HK\$'000 |
| This is stated after charging (crediting):   |                    |          |
| <b>Finance costs</b>   |                    |          |
| Interest on bank loans, overdrafts and other borrowings wholly repayable within five years | 5,589              | 6,995    |
| Effective interest on unlisted secured bond  | 7,296              | 7,353    |
|  | <b>12,885</b>      | 14,348   |
| <b>Other items</b>   |                    |          |
| Cost of inventories  | 286,543            | 460,551  |
| Depreciation   | 7,394              | 8,014    |
| Depreciation expense on the right-of-use assets  | 350                | 703      |
| <b>Staff costs</b>   |                    |          |
| Salaries, allowance and the other short-term employee benefits including                   |                    |          |
| Directors' emoluments  | 4,784              | 9,027    |
| Contributions to defined contribution plans  | 585                | 1,248    |
|  | <b>5,369</b>       | 10,275   |

## 5. TAXATION

Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the profits tax rate for the first HK\$2 million of estimated assessable profits will be lowered to 8.25% while the estimated assessable profits above HK\$2 million will continue to be subject to the rate of 16.5% for corporations.

One of the Company's major operating subsidiaries, 前海明天供應鏈（深圳）有限公司 (Qianhai Mingtian Supply Chain (Shenzhen) Company Limited\*) ("Qianhai Mingtian"), is qualified as an eligible entity for enjoying a preferential Enterprise Income Tax ("EIT") rate of 15% pursuant to the Notice on Guidelines for Preferential Corporate Income Tax in Shenzhen Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone, which becomes effective since 1 January 2014.

# NOTES TO THE UNAUDITED FIRST QUARTERLY FINANCIAL STATEMENTS

For the three months ended 31 March 2020

Save as disclosed above, the People's Republic of China (the "PRC") EIT is calculated at the prevailing tax rate at 25% (2019: 25%) on taxable income determined in accordance with the relevant laws and regulations in the PRC.

Pursuant to the rules and regulations of the British Virgin Islands (the "BVI") and the Cayman Islands, the Group is not subject to any taxation under those jurisdictions.

The Group is not subject to any income tax recognised in profit or loss for the Period (2019: Nil), as the Group recorded a loss during the Period.

## 6. DIVIDEND

The Board did not recommend the payment of any interim dividend for the Period (2019: Nil).

## 7. LOSS PER SHARE

Basic loss per share for the three months ended 31 March 2020 and 2019 are calculated by dividing the loss attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue.

|  | Unaudited<br>Three months ended<br>31 March |               |
|--|---|---------------|
|  | 2020  | 2019          |
| Loss attributable to equity holders of the Company<br>(HK\$'000) | <b>(20,315)</b>                             | (29,537)      |
| Weighted average number of ordinary shares in issue              | <b>1,288,000,000</b>                        | 1,288,000,000 |
| Basic loss per share (HK cents)                                  | <b>(1.58)</b>                               | (2.29)        |

Basic and diluted loss per share are the same as the Company did not have any dilutive potential ordinary shares during the three months ended 31 March 2020 and 2019.

## 8. APPROVAL OF THE FIRST QUARTERLY FINANCIAL STATEMENTS

The First Quarterly Financial Statements were approved and authorised for issue by the Board on 13 May 2020.

# MANAGEMENT DISCUSSION AND ANALYSIS

## MACRO SITUATION REVIEW

During the Period, the Group faced severe macro-economic challenges. The outbreak of coronavirus disease 2019 (COVID-19) has caused disruptions to many industries worldwide. Despite the challenges, governments and international organizations have implemented a series of measures to contain the epidemic. This situation is very detrimental to the business development of the Group, and the Group will closely monitor the development of the epidemic and assess its impact on its operations.

## BUSINESS REVIEW

For the Period, the Group was principally engaged in trading business, the provision of integrated logistics handling and the relevant supporting services as well as petrochemical products storage business.

Our major business activities can be divided into below segments during the Period:

### 1. Trading Business

The Group is engaged in the trading and import and export businesses of electronic products, petrochemical products and various other products. During the Period, the Group's trading business recorded revenue of approximately HK\$290.3 million (2019: approximately HK\$469.9 million). The decrease in revenue in this segment was mainly attributable to (i) the outbreak of COVID-19 had materially affected the global productivity and the associated trading business, and (ii) the impact of the China-USA trade war.

### 2. Integrated Logistics Handling and The Relevant Supporting Services Business

During the Period, the Group's integrated logistics handling and the relevant supporting services business ("**Integrated Logistics Handling Business**") mainly involves the provision of terminal handling and berthing services and was solely engaged by 江蘇海融大豐港油品化工碼頭有限公司 (Jiangsu Hairong Dafeng Port Petrochemical Product Terminal Company Limited\*) ("**Jiangsu Hairong**") and recorded revenue of approximately HK\$0.3 million (2019: approximately HK\$2.4 million).

The decrease in revenue in this segment was mainly attributable to (i) the conflict and trade war between China and the United States of America ("**USA**") continued, and (ii) the impact of outbreak of COVID-19 in the PRC had significant adverse impact on the Group's Integrated Logistics Handling Business.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 3. Petrochemical Products Storage Business

The Group is engaged in petrochemical products storage business through 江蘇中南滙石化倉儲有限公司 (Jiangsu Zhongnanhui Petrochemical Storage Company Limited\*) (“Zhongnanhui”). During the Period, the Group’s petrochemical products storage business recorded revenue decrease by approximately 19.0% to approximately HK\$1.7 million (2019: approximately HK\$2.1 million). The decrease in revenue was mainly attributable to the impact of outbreak of COVID-19 which had a great impact on various production and operation activities.

## FINANCIAL REVIEW

The Group’s revenue decreased by approximately 38.4% to approximately HK\$292.3 million for the Period (2019: approximately HK\$474.4 million). The decrease in revenue, please refer to the above paragraph headed “Business Review” for details.

The Group’s cost of sales decreased by approximately 37.0% to approximately HK\$297.6 million for the Period (2019: approximately HK\$472.3 million). The decrease in cost was mainly driven by the effect of decrease in revenue of the Group’s trading business.

With the combined effects of revenue and cost of sales, the Group recorded a gross loss margin of approximately 1.8% for the Period (2019: gross profit margin of approximately 0.5%). The gross loss was mainly due to the global economy fell into recession with the outbreak of COVID-19.

The Group’s finance costs amounted to approximately HK\$12.9 million for the Period (2019: approximately HK\$14.3 million). The finance costs consist of interests on bank loans, overdrafts, other borrowings and the amounts due representing the outstanding consideration payable in relation to acquisition of Jiangsu Hairong. The increase in finance cost was mainly attributable to the placing of the unlisted secured bonds of US\$50 million, for details, please refer to paragraph headed “Placing of unlisted secured bonds in the aggregate principal amount of up to US\$50,000,000 and account charge by controlling shareholder”, and increase in the amounts due representing the consideration payable in relation to acquisition of the entire equity interest in Jiangsu Hairong, which were denominated in Renminbi with interest rate of 4.35% per annum.

The Group recorded the loss for the Period of approximately HK\$20.1 million (2019: approximately HK\$25.8 million). The increase in loss attributable to the equity holders of the Company was approximately HK\$20.3 million (2019: approximately HK\$29.5 million) and the loss per share was 1.58 HK cents (2018: 2.29 HK cents).

## CAPITAL STRUCTURE

As at 31 March 2020, the Group's total deficit attributable to equity holders of the Company amounted to approximately HK\$984.4 million (31 December 2019: approximately HK\$967.5 million). The capital of the Company mainly comprised only the ordinary share. There was no movement in the issued share capital of the Company during the Period.

## DIVIDEND

The Board did not recommend the payment of any interim dividend in respect of the Period (2019: Nil).

## PLEDGE OF ASSETS

The Group used bank facilities and other borrowings to finance the expansion of its business. Secured borrowings are secured by the Group's property, plant and equipment, having carrying amounts of approximately HK\$50.3 million as at 31 March 2020 (31 December 2019: approximately HK\$61.7 million), sea use right payments under right-of-use assets of approximately HK\$2.1 million as at 31 March 2020 (31 December 2019: approximately HK\$2.2 million), prepaid lease payments under right-of-use assets of approximately HK\$39.1 million as at 31 March 2020 (31 December 2019: approximately HK\$40.2 million), security deposit for loan from a third party of approximately HK\$3.3 million as at 31 March 2020 (31 December 2019: approximately HK\$3.3 million) and pledged bank deposits of approximately HK\$461.4 million as at 31 March 2020 (31 December 2019: approximately HK\$395.6 million).

## PLACING OF UNLISTED SECURED BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF UP TO US\$50,000,000 AND ACCOUNT CHARGE BY CONTROLLING SHAREHOLDER

On 27 March 2018, the Company, as issuer, 江蘇大豐海港控股集團有限公司 (Jiangsu Dafeng Harbour Holdings Limited\*) ("**Jiangsu Dafeng**"), as guarantor, and Industrial Bank Co., Ltd. Hong Kong Branch (the "**Placing Agent**"), entered into a placing agreement pursuant to which the Company agreed to appoint the Placing Agent as a placing agent for the purpose of procuring, and to use its best efforts, the subscription of the bonds of up to an aggregate principal amount of US\$50,000,000 (the "**Placing**").

大豐港海外投資控股有限公司 (Dafeng Port Overseas Investment Holdings Limited\*) ("**Dafeng Port Overseas**"), a controlling shareholder of the Company, entered into a deed of account charge (the "**Account Charge**") with the security trustee on 29 March 2018, pursuant to which Dafeng Port Overseas assigned and agreed to assign to the security trustee, as trustee for the bondholders, all of Dafeng Port Overseas' right, title and interest from time to time in and to each secured account, which represented approximately 57.46% of the total issued Shares as at 29 March 2018, as security for the payment and discharge of the secured obligations.

# MANAGEMENT DISCUSSION AND ANALYSIS

The Placing was completed on 29 March 2018. Pursuant to the results of a book building exercise, the bonds in the principal amount of US\$50 million has been placed to bondholders at a coupon rate of 7.5% per annum, and terms of 3 years.

The proceeds has been used in construction and repairing of petrochemical storage tanks and upgrading the supporting facilities, acquisition of Jiangsu Hairong as well as satisfying the Group's normal working capital requirement.

For further details, please refer to the announcements of the Company dated 27 March 2018 and 29 March 2018 in relation to the Placing.

## SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS

During the Period, the Group had no significant investment, no material acquisition and disposal of subsidiaries and associates.

## OUTLOOKS

The Group expects that global economic activities will be greatly hindered as (i) the conflict and trade war between China and USA is likely to continue and it undermines the global economy and logistics services; and (ii) the outbreak of COVID-19 caused the blockade of borders by all countries around the world and had materially affected the global productivity and the associated logistics services. In the face of adverse external operating environment and the Group's total equity was negative, the Company will prudently monitor the operating environment of its business segments, reasonably optimize the Company's resources, and to streamline and restructure its operation to maintain the interests of shareholders.

## CONTINGENT LIABILITIES

As at 31 March 2020, the Group had no material contingent liabilities (31 December 2019: Nil).

## EVENTS AFTER THE REPORTING PERIOD

On 28 April 2020, 鹽城大豐和順國際貿易有限公司 (Yancheng Dafeng Heshun International Trading Company Limited\*) ("**Heshun Trading**"), an indirectly wholly-owned subsidiary of the Company, and Jiangsu Dafeng entered a share transfer agreement to transfer 60% equity interests in Jiangsu Hairong to Jiangsu Dafeng at the consideration of RMB226,980,000 (equivalent to HK\$252,947,000). Since Jiangsu Dafeng is a connected person to the Group, the completion of the disposal will be subject to the approval from the shareholders and the regulatory bodies. The details of the proposed disposal are summarised in the Company's announcement dated 28 April 2020.

### **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 March 2020, none of the Directors or the chief executive of the Company had any interests or short positions 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.

### **SHARE OPTION SCHEME, CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS**

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives, recognising and acknowledging the contributions that eligible persons had made or may make to the Group. The Scheme was adopted pursuant to the written resolutions of the sole shareholder of the Company passed on 3 August 2013. The expiry date of the Scheme is 2 August 2023. Since the Scheme came into effect after the Company was listed on GEM of the Stock Exchange, no share options have been granted, exercised or cancelled by the Company under the Scheme and there were no outstanding share options under the Scheme as at 31 March 2020 and as at the date of this report.

Up to 31 March 2020, the Company and its subsidiaries have not issued or granted any convertible securities, warrants or other similar rights.



## OTHER INFORMATION

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

As at 31 March 2020, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executives 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 were as follows:

| Name of shareholders  | Capacity/<br>Nature of interests   | Number of<br>shares held<br>(Note 1)    | % of the<br>Company's issued<br>share capital<br>(Approximate) |
|---|--|---|--|
| Dafeng Port Overseas (Note 3)                                       | Beneficial owner and have provided an interest in the shares as security to a person other than a qualified lender | 740,040,000 (L)/(S) <sup>(Note 2)</sup> | 57.46%   |
| Jiangsu Dafeng (Note 4)   | Interest of controlled corporation   | 740,040,000 (L)/(S) <sup>(Note 2)</sup> | 57.46%   |
| 大豐區人民政府 (People's Government of Dafeng District*) ("PGDD") (Note 4) | Interest of controlled corporation   | 740,040,000 (L)/(S) <sup>(Note 2)</sup> | 57.46%   |
| Mr. Jiang Wen (Note 5)  | Beneficial owner, interest of controlled corporation and interest of spouse  | 73,350,000 (L)                          | 5.69%  |
| Ms. Li Qiu Hua (Note 6)   | Beneficial owner and interest of spouse  | 73,350,000 (L)                          | 5.69%  |

Notes:

1. The letter "L" denotes a long position in the interest in the issued share capital of the Company and the letter "S" denotes a short position in the interest in the issued share capital of the Company.
2. Dafeng Port Overseas entered into an account charge with the security trustee on 29 March 2018, pursuant to which Dafeng Port Overseas assigned and agreed to assign absolutely all of Dafeng Port Overseas' rights, titles and interests from time to time in and to each secured account, which had 740,040,000 Shares of approximately 57.46% of the total issued Shares as 31 March 2020.
3. Dafeng Port Overseas, a company incorporated in Hong Kong with limited liability, and is owned as to 40% by Jiangsu Dafeng, which in turn is wholly owned by PGDD.
4. Jiangsu Dafeng and PGDD are deemed to be interested in the shares of the Company held by Dafeng Port Overseas under the SFO.
5. Mr. Jiang Wen, the director, the general manager and the legal representative of Qianhai Mingtian which is an indirect subsidiary of the Company, directly and beneficially owns 49,230,000 Shares. Ms. Li Qiu Hua, the spouse of Mr. Jiang Wen, directly and beneficially owns 10,520,000 Shares. Jing Ji (Holding) Co., Limited, a company wholly-owned by Mr. Jiang Wen, directly and beneficially owns 13,600,000 Shares. As such, under the SFO, Mr. Jiang Wen is deemed, or taken to be, interested in 73,350,000 Shares.
6. Ms. Li Qiu Hua directly and beneficially owns 10,520,000 Shares. As Mr. Jiang Wen's spouse, she is, under the SFO, deemed to be, or taken to be, interested in the same number of Shares in which Mr. Jiang Wen is interested.

Save as disclosed above, as at 31 March 2020, the Directors were not aware of any other persons or entities (other than the Directors and chief executives of the Company) who had 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.

## OTHER INFORMATION

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### COMPETING INTERESTS

As 鹽城大豐碧港貿易有限公司 (Yancheng Dafeng Bi Port Trading Limited\*) ("**Dafeng Bi Port**") has ceased its business, Jiangsu Dafeng, a controlling shareholder of the Company, has two indirectly wholly-owned subsidiaries, namely 大豐海融國際貿易有限公司 (Dafeng Hairong International Trade Co., Ltd.\*) ("**Dafeng Hairong**") and 鹽城市港城商業管理有限公司 (Yancheng City Gangcheng Commercial Management Co., Ltd.\*) ("**Yancheng Commercial**"), and has an indirectly non-wholly-owned subsidiary, namely 江蘇悅達港口物流發展有限公司 (Jiangsu Yueda Harbour Logistics Development Company Limited\*) ("**Yueda Logistics**") which are engaged in trading of various goods including coals, metal ores, non-metallic ores, non-ferrous metal, chemical products, non-metal construction materials, scrap steel and wood. Whereas the Company has also developed the business of trading of electronic products, petrochemical products and various other products through Heshun Trading, an indirectly wholly-owned subsidiary of the Company, and its subsidiaries, and Qianhai Mingtian and its subsidiary. Accordingly, the businesses of Jiangsu Dafeng and its subsidiaries (the "**Jiangsu Dafeng Group**") may be construed as businesses which compete with or are likely to compete with one of the core principal activities of the Group. The Board considered that the businesses of the Jiangsu Dafeng Group do not pose material competitive threat to the Group because the Group and Jiangsu Dafeng Group have different focuses on the type of products offered which target at different customers in the market.

Other than Mr. Tao Ying who is the director of Jiangsu Dafeng, Yueda Logistics and the Company, there is no overlap in the directorships among the Company, Jiangsu Dafeng, Dafeng Hairong and Yancheng Commercial and Yueda Logistics. The Directors consider that the Board can operate independently from Jiangsu Dafeng, because (i) pursuant to the articles of association of the Company, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which such Director or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting; and (ii) the Directors are fully aware of their fiduciary duties owing to the shareholders of the respective companies and their duty to avoid conflicts to the shareholders of the respective companies and their duty to avoid conflicts of interests in carrying out their respective duties as directors of the relevant companies.

Save as disclosed above, as at 31 March 2020, none of the Directors, controlling shareholders of the Company or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

### **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 enquiries to all the Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors for the Period.

### **CORPORATE GOVERNANCE CODE**

The Company is committed to maintain a high standard of corporate governance. In the opinion of the Directors, the Company has complied with all the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules during the Period. The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of shareholders and investors.

### **AUDIT COMMITTEE**

An audit committee of the Company (the “**Audit Committee**”) has been established on 3 August 2013 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and code provision C.3.3. The members of the Audit Committee comprise Mr. Lau Hon Kee (Chairman), Dr. Bian Zhaoxiang and Mr. Zhang Fangmao, all of whom are independent non-executive Directors. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditor, review the financial statements and related materials and provide advice in respect of the financial reporting process and oversee the internal control procedures and the risk management system of the Group.

The First Quarterly Financial Statements have not been audited by the Company’s auditor, but have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the First Quarterly Financial Statements complied with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

## OTHER INFORMATION

### APPRECIATION

On behalf of the Directors, I would like to extend our gratitude and sincere appreciation to all management and staff members for their diligence and dedication, the continuing support of our business partners, customers and the shareholders.

By order of the Board  
**Dafeng Port Heshun Technology Company Limited**  
**Tao Ying**  
*Chairman*

Hong Kong, 13 May 2020

As at the date of this report, the Board comprises the following members:

*Executive Directors*

Mr. Tao Ying (*Chairman*)  
Mr. Miao Zhibin  
Mr. Chen Wenxiang  
Ms. Leng Panpan

*Non-executive Directors*

Mr. Ji Longtao  
Mr. Yang Yue Xia

*Independent Non-executive  
Directors*

Dr. Bian Zhaoxiang  
Mr. Lau Hon Kee  
Mr. Yu Xugang  
Mr. Zhang Fangmao

\* *For identification purpose only*