

China Singyes New Materials Holdings Limited
中國興業新材料控股有限公司

(Incorporated in the Bermuda with limited liability)
(於百慕達註冊成立的有限公司)



Stock Code 股份代碼: 8073

2020 第一季度業績報告
FIRST QUARTERLY REPORT

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This report, for which the directors (the “Directors”) of China Singyes New Materials 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 (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.

This report will be available on the Company’s website <http://www.syeamt.com> and will remain on the “Latest Company Report” page on the GEM website at <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的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方可作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告的資料乃遵照GEM證券上市規則(「GEM上市規則」)之規定而刊載，中國興業新材料控股有限公司(「本公司」)董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及本報告並無遺漏其他事項致使本報告內任何聲明或本報告有所誤導。

本報告將刊載於本公司網站(<http://www.syeamt.com>)及自刊載日期起計在GEM網站(<http://www.hkgem.com>)「最新公司報告」頁內保留最少7日。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Sun Jinli
Mr. Zhang Chao
Mr. Tang Liwen

Non-executive Director

Mr. Liu Hongwei (*Chairman*)

Independent Non-executive Directors

Ms. Pan Jianli
Mr. Pan Jianguo
Dr. Li Ling

COMPLIANCE OFFICER

Mr. Sun Jinli

COMPANY SECRETARY

Ms. Lau Wai Han (*CPA*)

AUTHORISED REPRESENTATIVES

Mr. Sun Jinli
Ms. Lau Wai Han (*CPA*)

AUDIT COMMITTEE

Ms. Pan Jianli (*Chairperson*)
Mr. Pan Jianguo
Dr. Li Ling

董事會

執行董事

孫金禮先生
張超先生
湯立文先生

非執行董事

劉紅維先生(*主席*)

獨立非執行董事

潘建麗女士
潘建國先生
李玲博士

合規主任

孫金禮先生

公司秘書

劉慧嫻女士(*CPA*)

授權代表

孫金禮先生
劉慧嫻女士(*CPA*)

審核委員會

潘建麗女士(*主席*)
潘建國先生
李玲博士

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

Mr. Pan Jianguo (*Chairman*)
Ms. Pan Jianli
Dr. Li Ling

NOMINATION COMMITTEE

Mr. Liu Hongwei (*Chairman*)
Mr. Pan Jianguo
Dr. Li Ling

LEGAL ADVISER

Jeffrey Mak Law Firm
1309, 13th Floor, Prince's Building
10 Chater Road, Central
Hong Kong

AUDITOR

Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China, Zhuhai South Bay Branch
Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

薪酬委員會

潘建國先生(主席)
潘建麗女士
李玲博士

提名委員會

劉紅維先生(主席)
潘建國先生
李玲博士

法律顧問

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中環遮打道10號
太子大廈13樓1309室

核數師

安永會計師事務所
香港
中環
添美道1號
中信大廈22樓

主要往來銀行

中國農業銀行珠海南灣支行
香港上海滙豐銀行有限公司
中國工商銀行(亞洲)有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

CORPORATE INFORMATION

公司資料

HEADQUARTERS IN THE PRC

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Zhuhai Xingye New Energy and Industrial Park
9 Jinzhu Road, Gaoxin District, Zhuhai City
Guangdong Province, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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PRINCIPAL SHARE REGISTRAR

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Clarendon House
2 Church Street
Hamilton, HM 08
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HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
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STOCK CODE

8073

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信德中心
招商局大廈31樓3108室

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
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香港股份過戶登記分處

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股份代號

8073

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核綜合損益及其他全面收益表

For the three months ended 31 March 2020 截至二零二零年三月三十一日止三個月

		Three months ended 31 March 截至三月三十一日止三個月		
		Notes 附註	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
REVENUE	收入	3	13,838	29,117
Cost of sales	銷售成本		(11,408)	(18,525)
Gross profit	毛利		2,430	10,592
Other income and gains	其他收入及收益	4	1,833	1,558
Selling and distribution expenses	銷售及分銷開支		(2,105)	(2,844)
Administrative expenses	行政開支		(4,114)	(5,255)
Reversal of (impairment loss) on trade receivables	貿易應收款項撥回 (減值虧損)		3,707	(610)
Other expenses	其他開支		(1,256)	(13)
Interest expense	利息開支		(57)	(67)
PROFIT BEFORE TAX	除稅前溢利	5	438	3,361
Income tax expense	所得稅開支	6	(121)	(844)
PROFIT FOR THE PERIOD	本期間溢利		317	2,517
OTHER COMPREHENSIVE INCOME/(LOSS):	其他全面收入/(虧損):			
Other comprehensive income/(loss) that will not to be reclassified to profit or loss in subsequent periods:	於後續期間將不會重新分類至損益的其他全面收入/(虧損):			
Exchange differences on translation of financial statements	換算財務報表的匯兌差額		1,330	(1,510)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	本期間全面收入總額		1,647	1,007
Profit/(loss) attributable to:	以下人士應佔溢利/(虧損):			
Owners of the Company	本公司擁有人		613	2,109
Non-controlling interests	非控股權益		(296)	408
			317	2,517
Total comprehensive income/(loss) attributable to:	以下人士應佔全面收入/(虧損)總額:			
Owners of the Company	本公司擁有人		1,943	599
Non-controlling interests	非控股權益		(296)	408
			1,647	1,007
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄	7	RMB0.001 人民幣0.001元	RMB0.004 人民幣0.004元

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核綜合權益變動表

For the three months ended 31 March 2020 截至二零二零年三月三十一日止三個月

		Attributable to owners of the Company 本公司擁有人應佔										
		Share Issued capital 已發行 股本	Share premium account 股份 溢價賬	Contributed surplus 溢餘	Statutory reserve fund 法定 儲備金	Share option reserve 購股權 儲備	Capital reserves 股本 儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留 盈利	Total	Non- controlling interests 非控股 權益	Total equity 權益 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2019	於二零一九年一月一日	35,415	85,163	1,721	9,379	2,384	55,567	826	38,513	228,968	5,175	234,143
Profit for the period	本期間溢利	—	—	—	—	—	—	—	2,109	2,109	408	2,517
Other comprehensive loss for the period:	本期間其他全面虧損:											
Exchange differences on translation of financial statements	換算財務報表的匯兌差額	—	—	—	—	—	—	(1,510)	—	(1,510)	—	(1,510)
Total comprehensive income/(loss) for the period	本期間全面收益/(虧損)總額	—	—	—	—	—	—	(1,510)	2,109	599	408	1,007
Equity-settled share option arrangements	以權益結算之購股權安排	—	—	—	—	640	—	—	—	640	—	640
At 31 March 2019 (Unaudited)	於二零一九年三月三十一日 (未經審核)	35,415	85,163	1,721	9,379	3,024	55,567	(684)	40,622	230,207	5,583	235,790
As at 1 January 2020	於二零二零年一月一日	35,415	75,163	6,341	12,381	3,724	55,567	2,141	53,732	244,464	5,467	249,931
Profit/(loss) for the period	本期間溢利/(虧損)	—	—	—	—	—	—	—	613	613	(296)	317
Other comprehensive income for the period:	本期間其他全面收益:											
Exchange differences on translation of financial statements	換算財務報表的匯兌差額	—	—	—	—	—	—	1,330	—	1,330	—	1,330
Total comprehensive income/(loss) for the period	本期間全面收益/(虧損)總額	—	—	—	—	—	—	1,330	613	1,943	(296)	1,647
Equity-settled share option arrangements	以權益結算之購股權安排	—	—	—	—	37	—	—	—	37	—	37
At 31 March 2020 (Unaudited)	於二零二零年三月三十一日 (未經審核)	35,415	75,163	6,341	12,381	3,761	55,567	3,471	54,345	246,444	5,171	251,615

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

未經審核綜合財務報表附註

31 March 2020 二零二零年三月三十一日

1. CORPORATE INFORMATION

China Singyes New Materials Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at Unit 3108, 31st Floor, China Merchants Tower, Shun Tak Center, 168–200 Connaught Road Central, Hong Kong.

The Company is an investment holding company. During the three months ended 31 March 2020 (the “Period”), the Company’s subsidiaries were involved in the sale and installation of Indium Tin Oxide (“ITO”) film, and the research and development, production, sale and installation of Smart Light-adjusting Film, Smart Light-adjusting Glass and Smart Light-adjusting Projection System in the mainland of the People’s Republic of China (the “PRC”).

In the opinion of the Directors, the parent company and the intermediate holding company are Top Access Management Limited (“Top Access”) and China Shuifa Singyes Energy Holdings Limited (formerly known as China Singyes Solar Technologies Holdings Limited, “Shuifa Singyes”). On 28 November 2019, the ultimate holding company was changed from Strong Eagle Holdings Limited (“Strong Eagle”) to Shuifa Group Co., Ltd. which is established in the PRC. Top Access was incorporated in the British Virgin Islands. Shuifa Singyes was incorporated in Bermuda and its shares are listed on the Main Board of the Stock Exchange.

2.1 BASIS OF PREPARATION

The unaudited interim condensed financial information for the Period has been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

The unaudited interim condensed financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s consolidated financial statements for the year ended 31 December 2019.

The unaudited condensed financial information has been reviewed by the audit committee of the Company.

1. 公司資料

中國興業新材料控股有限公司(「本公司」)為於百慕達註冊成立的有限公司。本公司的註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司主要營業地點位於香港幹諾道中 168–200 號信德中心招商局大廈 31 樓 3108 室。

本公司為一間投資控股公司。截至二零二零年三月三十一日止三個月(「本期間」)，本公司之附屬公司於中華人民共和國(「中國」)大陸從事銦錫氧化物(「ITO」)導電膜的銷售及安裝，以及智能調光膜、智能調光玻璃及智能調光投影系統的研發、生產、銷售及安裝。

董事認為，母公司及中間控股公司分別為 Top Access Management Limited (「Top Access」)及中國水發興業能源集團有限公司(前稱中國興業太陽能技術控股有限公司，「水發興業」)。於二零一九年十一月二十八日，最終控股公司自 Strong Eagle Holdings Limited (「Strong Eagle」)變更為於中國成立的水發集團有限公司。Top Access 於英屬處女群島註冊成立。水發興業於百慕達註冊成立及其股份於聯交所主板上市。

2.1 編製基準

本期間未經審核中期簡明財務資料已根據國際會計準則第 34 號「中期財務報告」編製。

未經審核中期簡明財務資料並不包括所有規定須列入年度財務報表的資料及披露，並且應與本集團截至二零一九年十二月三十一日止年度的綜合財務報表一併閱讀。

未經審核簡明財務資料已由本公司審核委員會審閱。

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

未經審核綜合財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of this interim condensed financial information are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2018, except for the adoption of the following new and revised International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board for the first time for financial year beginning 1 January 2020.

Amendments to IFRS 3	<i>Definition of a Business</i>
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i>

The adoption of the above new and revised standards have had no significant financial effect on the financial position or performance of the Group.

3. REVENUE AND OPERATING SEGMENT INFORMATION

Operating segment information

The Group's revenue and contribution to consolidated results are mainly derived from its sale of ITO film, Smart Light-adjusting Film, Smart Light-adjusting Glass and Smart Light-adjusting Projection System and installation of Smart Light-adjusting Projection System, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group's senior management for the purpose of resource allocation and performance assessment. In addition, the principal assets employed by the Group are located in Mainland China. Accordingly, no segment analysis is presented other than entity-wide disclosures.

2.2 主要會計政策概要

編製本中期簡明財務資料時採納的會計政策與編製本集團截至二零一八年十二月三十一日止年度的綜合財務報表所採納的會計政策一致，惟採納以下國際會計準則理事會頒佈的於二零二零年一月一日開始的財務年度首次採納的新訂及經修訂國際財務報告準則（「國際財務報告準則」）除外。

國際財務報告準則第3號(修訂本)	業務之定義
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革
國際會計準則第1號及國際會計準則第8號(修訂本)	重大之定義

採納上述新訂及經修訂準則對本集團財務狀況或業績並無重大財務影響。

3. 收入及經營分部資料

經營分部資料

本集團的收入及綜合業績貢獻主要來自其銷售ITO導電膜、智能調光膜、智能調光玻璃及智能調光投影系統及安裝智能調光投影系統，其被視為單一可呈報分部，與向本集團高級管理層就分配資源及業績評估呈報內部資料的方式一致。此外，本集團使用的主要資產位於中國大陸。因此，除以整間公司的方式披露外，無須呈報分部分析。

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

未經審核綜合財務報表附註

31 March 2020 二零二零年三月三十一日

3. REVENUE AND OPERATING SEGMENT INFORMATION (Continued)

Operating segment information (Continued)

An analysis of revenue is as follows:

	Three months ended 31 March 截至三月三十一日止三個月	
	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers 來自客戶合約的收益	13,838	29,117

Revenue from contracts with customers

(i) Disaggregated revenue information

Type of goods or services	商品或服務的類型	Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Sales of ITO film	銷售ITO導電膜	7,664	13,795
Sales of Smart Light-adjusting Film	銷售智能調光膜	5,697	11,785
Sales of Smart Light-adjusting Glass	銷售智能調光玻璃	255	1,099
Sales of Smart Light-adjusting Projection System	銷售智能調光投影系統	86	—
Sales of other products	銷售其他產品	136	2,438
Total revenue from contracts with customers	來自客戶合約之總收入	13,838	29,117

3. 收入及經營分部資料(續)

經營分部資料(續)

對收入的分析如下：

	Three months ended 31 March 截至三月三十一日止三個月	
	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers 來自客戶合約的收益	13,838	29,117

來自客戶合約的收益

(i) 分類收入資料

	Three months ended 31 March 截至三月三十一日止三個月	
	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Sales of ITO film	7,664	13,795
Sales of Smart Light-adjusting Film	5,697	11,785
Sales of Smart Light-adjusting Glass	255	1,099
Sales of Smart Light-adjusting Projection System	86	—
Sales of other products	136	2,438
Total revenue from contracts with customers	13,838	29,117

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3. REVENUE AND OPERATING SEGMENT INFORMATION (Continued)

Revenue from contracts with customers (Continued)

(i) *Disaggregated revenue information (Continued)*

Geographical markets

Revenue from external customers

3. 收入及經營分部資料(續)

來自客戶合約的收益(續)

(i) 分類收入資料(續)

地區市場

來自外部客戶的收入

Three months ended 31 March 截至三月三十一日止三個月

		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Domestic — Mainland China*	國內 — 中國大陸*	12,827	28,509
Others	其他	1,011	608
Total revenue from contracts with customers	來自客戶合約之總收入	13,838	29,117

* The place of domicile of the Group's principal operating subsidiary is Mainland China. The principal revenue of the Group is generated in Mainland China.

* 本集團主要營運附屬公司的所在地為中國大陸。本集團的主要收入產生自中國大陸。

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3. REVENUE AND OPERATING SEGMENT INFORMATION (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

Information about major customers

Revenue from major customers, which amounted to 10% or more of the total revenue, is set out below:

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Customer A	客戶A	1,653	N/A不適用
Customer B	客戶B	N/A不適用	3,120

Timing of revenue recognition

收益確認之時間

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Goods transferred at a point in time	於時間點轉讓之貨物	13,838	29,117

3. 收入及經營分部資料(續)

來自客戶合約的收益(續)

(i) 分類收入資料(續)

有關主要客戶的資料

來自各主要客戶(佔總收入的10%或以上)的收入載列如下:

Three months ended 31 March 截至三月三十一日止三個月

2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
1,653	N/A不適用
N/A不適用	3,120

Three months ended 31 March 截至三月三十一日止三個月

2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
13,838	29,117

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3. REVENUE AND OPERATING SEGMENT INFORMATION (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of goods

The performance obligation is satisfied upon delivery of the goods and payment is generally due within one to six months from delivery, except for small and new customers, where payment is normally expected to be settled shortly after the delivery of goods.

At 31 March 2020, the remaining performance obligations (unsatisfied or partially unsatisfied) are expected to be recognised within one year. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

3. 收入及經營分部資料(續)

來自客戶合約的收益(續)

(ii) 履約責任

有關本集團履約責任之資料概述如下：

銷售商品

履約責任於交付商品時履行及一般要求於交付後一至六個月內付款，惟小型及新增客戶除外，其付款通常預期於商品交付後立即結付。

於二零二零年三月三十一日，尚未履約責任(未履約或部分履約)預期於一年內確認。按國際財務報告準則第15號所允許，分配至該等未履約合約之交易價並無披露。

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4. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Deferred income released to profit or loss	撥至損益的遞延收益	1,625	51
Government grants*	政府補助*	147	100
Bank interest income	銀行利息收入	57	28
Foreign exchange gains, net	匯兌收益淨額	—	1,358
Sales of scrapped materials	廢料銷售	4	21
		1,833	1,558

* There were no unfulfilled conditions or contingencies relating to these grants.

4. 其他收入及收益

其他收入及收益分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Deferred income released to profit or loss	撥至損益的遞延收益	1,625	51
Government grants*	政府補助*	147	100
Bank interest income	銀行利息收入	57	28
Foreign exchange gains, net	匯兌收益淨額	—	1,358
Sales of scrapped materials	廢料銷售	4	21
		1,833	1,558

* 概無有關該等補助的未達成條件或或然事件。

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5. PROFIT BEFORE TAX

The Group's profit before tax was arrived at after charging/ (crediting):

5. 除稅前溢利

本集團除稅前溢利乃經扣除／(計入) 以下各項：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	11,408	18,525
Employee benefit expense (including directors' and chief executive's remuneration):	僱員福利開支(包括董事及 行政總裁薪酬)：		
Wages and salaries	工資及薪金	3,563	3,774
Pension scheme contributions	退休金計劃供款	199	183
Equity-settled share option expense	以權益結算之購股權開支	187	320
		3,949	4,277
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	2,739	2,102
Depreciation of right-of-use assets	使用權資產折舊	244	602
Research costs	研究成本	1,258	694
Interest expense	利息開支	57	67
Equity-settled share option expense	以權益結算之購股權開支	187	320
Minimum lease payments under operating leases	經營租賃項下最低租賃付款	14	14
(Reversal of) impairment loss on trade receivables	貿易應收款項(撥回)減值 虧損	(3,707)	610
Foreign exchange losses/(gains), net	外匯虧損／(收益)淨額	1,169	(1,358)

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6. INCOME TAX

The major components of income tax expense were as follows:

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current – Mainland China	當期 — 中國大陸		
Charge for the Period	本期間支出	—	991
Deferred	遞延	121	(147)
Total tax charge for the Period	本期間稅項開支總額	121	844

Notes:

- (a) Pursuant to the rules and regulations of Bermuda, the Group is not subject to any income tax in Bermuda. Losses incurred by the Company during the Period mainly consist of share option expenses and remuneration of directors. These expenses are not expected to be tax deductible.
- (b) During the Period, Zhuhai Singyes New Materials Company Limited (“Zhuhai New Materials”) was entitled to a preferential PRC corporate income tax (“CIT”) rate of 15% as it was accredited as “High and New Technology Enterprise” (“HNTE”) from 28 November 2018 to 28 November 2021. Shenzhen Kangsheng Photoelectric Technology Company Limited (“Shenzhen Kangsheng”) was entitled to a preferential PRC CIT rate of 15% as it was accredited as HNTE from 9 December 2019 to 9 December 2022. No provision for PRC corporate income tax has been made as the Group had no assessable profits derived from or earned in PRC during the Period.
- (c) The applicable CIT rate for Hong Kong incorporated subsidiaries was 16.5% during the year. No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the Period.

6. 所得稅

所得稅開支之主要部分如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current – Mainland China	當期 — 中國大陸		
Charge for the Period	本期間支出	—	991
Deferred	遞延	121	(147)
Total tax charge for the Period	本期間稅項開支總額	121	844

附註：

- (a) 根據百慕達的法律法規，本集團無須繳納百慕達的任何所得稅。於本期間，本公司所產生的虧損主要包括購股權開支及董事薪酬。該等開支預期為不可扣稅開支。
- (b) 於本期間，珠海興業新材料科技有限公司（「珠海新材料」）有權享有15%之優惠中國企業所得稅（「企業所得稅」）稅率，因其自二零一八年十一月二十八日至二零二一年十一月二十八日獲認可「高新技術企業」（「高新技術企業」）。深圳市康盛光電科技有限公司（「深圳康盛」）有權享有15%之優惠中國企業所得稅稅率，因其自二零一九年十二月九日至二零二二年十二月九日獲認可高新技術企業。於本期間，本集團並無於中國產生或賺取任何應課稅溢利，故並無就中國企業所得稅計提撥備。
- (c) 年內，於香港註冊成立的附屬公司的適用企業所得稅稅率為16.5%。於本期間，本集團並無於香港產生或賺取任何應課稅溢利，故並無就香港利得稅計提撥備。

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7. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amounts is based on the profit attributable to ordinary equity holders of the Company for the period, and the number of ordinary shares of 520,000,000 (2019: 520,000,000) in issue during the period.

No adjustment has been to the basic earnings per share amounts in respect of a dilution as the exercise price of the Company's outstanding share options was higher than the average market price of the Company's shares for the three months ended 31 March 2020 and 2019.

8. EVENTS AFTER THE REPORTING PERIOD

The Group had no significant events after the end of the reporting period of this announcement.

7. 本公司普通股權益持有人應佔每股盈利

每股基本盈利金額乃根據本公司普通股權益持有人本期間應佔溢利及本期間已發行普通股520,000,000股(二零一九年：520,000,000股)計算。

由於本公司尚未行使購股權之行使價高於本公司股份截至二零二零年及二零一九年三月三十一日止三個月之平均市價，故概無就攤薄對每股基本盈利金額作出調整。

8. 報告期後事項

本集團於本公佈之報告期結束後並無重大事項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group carries out research and development on, and manufactures and sells ITO film, Smart Light-adjusting Film, Smart Light-adjusting Glass and Smart Light-adjusting Projection System. The Group uses ITO film as one of the main materials for the development of downstream products, namely: (i) polymer dispersed liquid crystal film (i.e. Smart Light-adjusting Film); (ii) electronically switchable glass (i.e. Smart Light-adjusting Glass); and (iii) Smart Light-adjusting Projection System. The Group is one of the few integrated manufacturers in the PRC which produces and sells ITO film as well as a range of related downstream products.

As a result of the Coronavirus disease 2019 (COVID-19) outbreak in China in December 2019, the delivery of certain sales orders was delayed because many of our customers have only resumed operation in March 2020. Hence, our business during the 3 months ended 31 March 2020 was negatively affected, the sales volume has dropped significantly as compared to the same period in 2019.

ITO film can be applied for use in a variety of products including smart phones, GPS systems and other touch-screen devices and equipment such as automated teller machines. Our ITO film customers are primarily domestic touch-screen device manufacturers. Revenue from sales of ITO film was RMB7,664,000 for the three months ended 31 March 2020, which represented a decrease of RMB6,131,000 or 44.4%, from RMB13,795,000 for the same period in 2019.

Smart Light-adjusting Film is made from the integration of ITO film (which we manufacture in-house) and polymer dispersed liquid crystals. Smart Light-adjusting Film can be switched from a milky, cloudy, translucent and opaque state into a colourless and transparent state when electricity is applied to it, and may be applied to windows and glass to control the passing-through of light. Our Smart Light-adjusting Film customers are primarily construction companies and contractors of developers. Revenue from sales of Smart Light-adjusting Film was RMB5,697,000 for the three months ended 31 March 2020, which represented a decrease of RMB6,088,000 or 51.7%, from RMB11,785,000 for the same period in 2019.

業務回顧

本集團從事ITO導電膜、智能調光膜、智能調光玻璃及智能調光投影系統的研發、生產及銷售。本集團使用ITO導電膜作為主要材料之一來開發下游產品，即(i)聚合物分散液晶膜(即智能調光膜)；(ii)電控智能調光玻璃(即智能調光玻璃)；及(iii)智能調光投影系統。本集團是中國為數不多的生產及銷售ITO導電膜以及一系列相關下游產品的綜合製造商。

由於中國於二零一九年十二月爆發二零一九年新型冠狀病毒(COVID-19)，我們的許多客戶僅於二零二零年三月方恢復運營，若干銷售訂單的交付因而延遲。因此，我們截至二零二零年三月三十一日止三個月的業務受到負面影響，銷量與二零一九年同期相比大幅下降。

ITO導電膜可以應用於多種產品(包括智能手機、GPS系統及自動櫃員機等其他觸摸屏裝置及設備)。我們的ITO導電膜客戶主要為國內觸摸屏設備製造商。截至二零二零年三月三十一日止三個月的ITO導電膜銷售收入為人民幣7,664,000元，較二零一九年同期的人民幣13,795,000元減少人民幣6,131,000元或44.4%。

智能調光膜透過整合我們內部生產的ITO導電膜及聚合物分散液晶而製成。通電後，智能調光膜可由乳白色、朦朧、半透明及不透明狀調節成無色及透明狀，可用於窗戶及玻璃，以控制光線穿透。我們的智能調光膜客戶主要為建築公司及開發商的承包商。截至二零二零年三月三十一日止三個月的智能調光膜銷售收入為人民幣5,697,000元，較二零一九年同期的人民幣11,785,000元減少人民幣6,088,000元或51.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

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Smart Light-adjusting Glass is manufactured by placing a layer of Smart Light-adjusting Film between two layers of glass. Smart Light-adjusting Glass permits a user to control the permeability of light through the glass by adjusting the voltage of electricity voltage applied to the Smart Light-adjusting Film fixed therein. Our Smart Light-adjusting Glass customers are primarily construction companies and contractors of developers. Revenue from sales of Smart Light-adjusting Glass was RMB255,000 for the three months ended 31 March 2020, which represented a decrease of RMB844,000 or 76.8%, from RMB1,099,000 for the same period in 2019.

Smart Light-adjusting Projection System makes use of project technology to project visual images onto projection screens. Such projection screens are manufactured using Smart Light-adjusting Products which is opaque when no power source is applied to it. Our Smart Light-adjusting Projection System customers are primarily construction companies and commercial users. Revenue from sales of Smart Light-adjusting Projection System was RMB86,000 for the three months ended 31 March 2020, comparing to nil for the same period in 2019.

The revenue from sale of other products was RMB136,000 for the three months ended 31 March 2020, which represented a significant decrease of RMB2,302,000 or 94.4%, from RMB2,438,000 for the same period in 2019.

Our Group strives to manufacture and supply high quality products to our customers, and our Directors believe that our Group is a reputable supplier of ITO film and related downstream products in the PRC. Our key operating subsidiary was ranked as the leading manufacturer of Smart Light-adjusting Products in the PRC in terms of market share by revenue. Because of the aforesaid COVID-19 impact on our business, the Group recorded a decrease of RMB1,496,000 or 70.9% in profit attributable to owners of the Company, which amounted to RMB613,000 for the three months ended 31 March 2020, comparing to RMB2,109,000 for the same period in 2019.

智能調光玻璃透過在兩層玻璃中間放置一層智能調光膜而製成。智能調光玻璃允許用戶透過調節應用於智能調光玻璃內部的智能調光膜的電壓控制透光性。我們的智能調光玻璃客戶主要為建築公司及開發商的承包商。截至二零二零年三月三十一日止三個月的智能調光玻璃銷售收入為人民幣255,000元，較二零一九年同期的人民幣1,099,000元減少人民幣844,000元或76.8%。

智能調光投影系統利用投影技術將視覺影像投影至投影屏上。投影屏使用智能調光產品製成，智能調光產品在斷電時呈不透明狀態。我們智能調光投影系統的客戶主要為建築公司及商業用戶。截至二零二零年三月三十一日止三個月的智能調光投影系統銷售收入為人民幣86,000元，而二零一九年同期為零。

截至二零二零年三月三十一日止三個月來自銷售其他產品的收入為人民幣136,000元，較二零一九年同期的人民幣2,438,000元大幅減少人民幣2,302,000元或94.4%。

本集團致力於製造及向客戶供應優質產品，董事相信本集團是中國ITO導電膜及相關下游產品的知名供應商。按收入所佔市場份額計算，我們的主要營運附屬公司在中國智能調光產品製造商中名列前茅。由於上述COVID-19影響我們的業務，本集團截至二零二零年三月三十一日止三個月錄得本公司擁有人應佔溢利人民幣613,000元，較二零一九年同期的人民幣2,109,000元減少人民幣1,496,000元或70.9%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK AND PROSPECTS

Our Directors believe that, as a market participant which is active in the technology sector, it is crucial for the business of our Group to devote substantial resources towards research and development (including identifying new materials and applications) which will advance or sustain its competitiveness in light of evolving market trends and customer preferences and needs. Further, our Directors believe that our Group's current market leading positions in the PRC by market share relating to its Smart Light-adjusting Products and downstream application (namely, the Smart Light-adjusting Projection System) is testimonial of sufficient market demand for its products and it is opportune time to capitalise and realise its potential in overseas markets. As such, our Group intends to extend its footprint to overseas markets as well as develop production lines which cater for expected demand for its products.

Although our first quarterly results have been affected due to the COVID-19 epidemic, our sales has gradually returned to a normal volume since the beginning of the second quarter given that the outbreak has come under control in China in April. Therefore, our Directors expect the impact on our operation and financial performance was limited comparing year to year.

FINANCIAL REVIEW

Revenue

Our revenue was RMB13,838,000 for the three months ended 31 March 2020, which represented a decrease of 15,279,000 or 52.5%, from RMB29,117,000 for the same period in 2019. The decrease was primarily attributable to the delay in delivery of sales order of ITO film and Smart Light-adjusting Film as a result of the COVID-19 outbreak.

前景及展望

我們董事認為，作為活躍於技術行業的市場參與者之一，將大量資源投入到研發(包括識別新材料及應用)對本集團的業務至關重要，有鑒於不斷變化的市場趨勢以及客戶偏好及需求，此舉將提升或保持本集團的競爭力。此外，我們董事相信，按與本集團智能調光產品及下游應用(即智能調光投影系統)有關的市場份額計，本集團目前的市場領導地位佐證了其產品的充足市場需求，並且現時是把握並實現其於海外市場潛力的恰當時機。因此，本集團擬將其駐點拓展至海外市場及開發生產線，以迎合其產品的預期需求。

儘管由於COVID-19疫情，我們第一季度的業績受到影響，但鑒於疫情於四月在中國得到控制，我們的銷量自第二季度開始以來已逐漸恢復至正常水平。因此，我們的董事預期，同比而言，我們的營運及財務表現受到的影響有限。

財務回顧

收入

截至二零二零年三月三十一日止三個月的收入為人民幣13,838,000元，較二零一九年同期的人民幣29,117,000元減少人民幣15,279,000元或52.5%。該減少主要是由於新冠肺炎疫情爆發導致ITO導電膜及智能調光膜銷售訂單的延遲交付。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of sales and Gross Profit

Our cost of sales was RMB11,408,000 for the three months ended 31 March 2020, which represented a decrease of RMB7,117,000 or 38.4%, from RMB18,525,000 for the same period in 2019. The decrease in cost of sales mainly reflected the decrease in sales.

Our gross profit decreased by RMB8,162,000 or 77.1%, from RMB10,592,000 for the three months ended 31 March 2019 to RMB2,430,000 for the three months ended 31 March 2020. Our gross profit margin dropped to 17.6% for the three months ended 31 March 2020 from 36.4% for the same period in 2019. Since the sales volume has dropped in the first quarter, the per-unit fixed costs have been higher because of the decrease in production volume. Therefore, the gross profit margin decreased. However, our production capacity has returned back to the pre-outbreak level starting from April, we believe that the gross profit margin will catch up starting from the second quarter.

Other income and gains

Our other income and gains were RMB1,833,000 for the three months ended 31 March 2020, which represented an increase of RMB275,000 or 17.7%, as compared to RMB1,558,000 for the same period in 2019. The increase was primarily attributable to the increase in deferred income released to profit or loss, the deferred income represented certain government grants received in respect of the purchase of property, plant and equipment as well as research and development project.

銷售成本及毛利

截至二零二零年三月三十一日止三個月的銷售成本為人民幣11,408,000元，較二零一九年同期的人民幣18,525,000元減少人民幣7,117,000元或38.4%。銷售成本減少主要反映銷量的減少。

毛利由截至二零一九年三月三十一日止三個月的人民幣10,592,000元減少人民幣8,162,000元或77.1%至截至二零二零年三月三十一日止三個月的人民幣2,430,000元。毛利率由二零一九年同期的36.4%下降至截至二零二零年三月三十一日止三個月的17.6%。由於第一季度銷量下降，因此產量減少導致每單位固定成本較高。因此，毛利率下降。然而，我們的產能已自四月恢復至疫情前水平，我們相信，毛利率自第二季度開始將迎頭趕上。

其他收入及收益

截至二零二零年三月三十一日止三個月，我們的其他收入及收益為人民幣1,833,000元，較二零一九年同期的人民幣1,558,000元增加人民幣275,000元或17.7%。該增加主要由於撥至損益的遞延收益增加，遞延收益乃就購買物業、廠房及設備以及研發項目所獲得的若干政府補助。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Selling and distribution expenses

Our selling and distribution expenses were RMB2,105,000 for the three months ended 31 March 2020, which represented a decrease of RMB739,000 or 26.0%, from RMB2,844,000 for the same period in 2019. The expenses mainly included remuneration for sales and marketing employees based on sales performances and expenses relating to our marketing efforts in business promotion and participation in exhibitions. As a percentage of revenue, the selling and distribution expenses was 15.2% for the three months ended 31 March 2020, as compared to 9.8% for same period in 2019. It was because certain expenses were fixed, therefore the decrease in revenue has resulted in an increase in the expense as a percentage of revenue.

Administrative expenses

Our administration expenses were RMB4,114,000 for the three months ended 31 March 2020, which represented a decrease of approximately RMB1,141,000, or 21.7%, from RMB5,255,000 for the same period in 2019. The expenses mainly included remuneration for administrative employees (including Directors' fee), depreciation and research costs. As a percentage of revenue, the administrative expenses was 29.7% for the three months ended 31 March 2020, as compared to 18.0% for the same period in 2019. It was because certain expenses were fixed, therefore the decrease in revenue has resulted in an increase in the expense as a percentage of revenue.

Liquidity, Financial Resources and Capital Structure

Our primary use of cash is to satisfy our working capital and capital expenditure needs. Historically, our Group's use of cash has mainly been financed through a combination of cash received from the sales of our products and financial support from our Group's related parties.

銷售及分銷開支

截至二零二零年三月三十一日止三個月，我們的銷售及分銷開支為人民幣2,105,000元，較二零一九年同期的人民幣2,844,000元減少人民幣739,000元或26.0%。該等開支主要包括根據銷售業績的銷售及營銷員工之報酬，以及與我們業務推廣及參與展覽相關的營銷工作開支。按收入的百分比計算，截至二零二零年三月三十一日止三個月的銷售及分銷開支為15.2%，而二零一九年同期為9.8%。此乃由於若干開支乃固定，因此，收入減少導致開支佔收入百分比增加。

行政開支

截至二零二零年三月三十一日止三個月，我們的行政開支為人民幣4,114,000元，較二零一九年同期的人民幣5,255,000元減少約人民幣1,141,000元或21.7%。該等開支主要包括行政員工之薪酬(包括董事袍金)、折舊及研發成本。按收入的百分比計算，截至二零二零年三月三十一日止三個月的行政開支為29.7%，而二零一九年同期為18.0%。此乃由於若干開支乃固定，因此，收入減少導致開支佔收入百分比增加。

流動資金、財務資源及資本架構

我們的現金主要用於滿足我們的營運資金及資本開支需要。以往，本集團的現金使用主要透過綜合從銷售產品及本集團關連方財務支持所獲得的現金予以撥付。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 March 2020, our Group did not have any bank borrowings. Going forward, we believe our liquidity requirements will be satisfied using a combination of cash generated from operating activities, bank borrowings and proceeds from the listing of the shares of the Company on GEM on 21 July 2017 (the “Listing”). Our Directors believe that in the long term, our Group’s operation will be funded by internally generated cash flows and, if necessary, additional equity and/or debt financing.

於二零二零年三月三十一日，本集團並無任何銀行借貸。展望未來，我們相信，綜合使用營運活動所得現金、銀行借貸及本公司股份於二零一七年七月二十一日於GEM上市（「上市」）之所得款項，我們的流動資金需求將會得到滿足。董事相信，長遠而論，本集團之營運將透過內部所得現金流以及（如必要）額外股本及／或債務融資撥付。

Use of Proceeds from the Listing

The shares of the Company were listed on GEM on 21 July 2017 (the “Listing Date”) with net proceeds received by the Company from the Share Offer in the amount of HK\$93,500,000 after deducting underwriting commission and all related listing expenses.

上市所得款項用途

本公司股份於二零一七年七月二十一日（「上市日期」）於GEM上市，本公司自股份發售獲得所得款項淨額93,500,000港元（經扣除包銷佣金及所有上市相關開支）。

An analysis of the utilization of the net proceeds from the Listing Date up to 31 March 2020 is set out below:

上市日期至二零二零年三月三十一日止所得款項淨額的使用情況分析如下所列：

		Planned use of net proceeds as stated in the Prospectus up to 31 March 2020 截至二零二零年 三月三十一日 招股章程所列所得款項 淨額的計劃使用情況	Actual use of net proceeds up to 31 March 2020 截至二零二零年 三月三十一日 所得款項淨額實際 使用情況	Actual balances of proceeds up to 31 March 2020 截至二零二零年 三月三十一日 所得款項 實際結餘
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Business Strategy				
業務策略				
Overseas business expansion	海外業務擴張	9.8	4.2	5.6
Research and development of new materials and products	新材料和新產品研發	21.1	12.6	8.5
Purchase of machinery and equipment for production of anti-ambient screen	購買用於生產環境光遮蔽螢幕的機器及設備	6.8	6.8	—

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		Planned use of net proceeds as stated in the Prospectus up to 31 March 2020 截至二零二零年 三月三十一日 招股章程所列所得款項 淨額的計劃使用情況 HK\$ million 百萬港元	Actual use of net proceeds up to 31 March 2020 截至二零二零年 三月三十一日 所得款項淨額實際 使用情況 HK\$ million 百萬港元	Actual balances of proceeds up to 31 March 2020 截至二零二零年 三月三十一日 所得款項 實際結餘 HK\$ million 百萬港元
Business Strategy				
業務策略				
Enhancement to wide ITO film	強化寬ITO導電膜	4.3	4.3	—
Working capital	營運資金	7.3	7.3	—
Sales and marketing effects in the PRC	於中國的銷售及營銷工作	8.7	5.4	3.3
Project for full automation of production line for Smart Light-adjusting Products	智能調光產品全自動生產線項目	12.0	12.0	—
Establishment and mass production of domestic laser none cinema systems	建立及批量生產國內激光家庭影院系統	3.0	0.8	2.2
Installation of extra-wide Production line for Smart Light-adjusting Products	安裝智能調光產品超寬生產線	11.5	—	11.5
Installation of fully automated production line for pressing of glass	安裝玻璃加工全自動生產線	9.0	—	9.0

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The business strategies as set out in the prospectus of the Company dated 30 June 2017 (the “Prospectus”) were based on the best estimation of the future market conditions made by the Group at the time of preparing the Prospectus. The use of proceeds was applied in accordance with the actual development of the market.

As at 31 March 2020, approximately HK\$53.4 million out of the net proceeds from the Share Offer had been used. The unused net proceeds have been deposited in licensed banks.

The Company intends to apply the net proceeds in the manner consistent with that set out in the Prospectus. However, the actual use of proceeds was lower than planned use of proceeds because of the delay in automation and installation of production lines. It has taken more time than expected to look for suitable machinery and equipment producers which could meet our production requirements. The Directors will constantly evaluate the Group’s business strategies and may change or modify plans against the changing market condition to attain sustainable business growth of the Group.

DIVIDEND

The Board did not recommend the payment of dividend for the three months ended 31 March 2020 (2019: Nil).

本公司日期為二零一七年六月三十日之招股章程(「招股章程」)所載之業務策略乃基於本集團於編製招股章程時對未來市況之最佳估計。所得款項用途已按照市場之實際發展動用。

於二零二零年三月三十一日，已動用股份發售所得款項淨額為約53,400,000港元。未動用所得款項淨額已存放於持牌銀行。

本公司擬按照招股章程所述方式動用所得款項淨額。然而，由於生產線自動化及安裝的延遲，所得款項實際用途低於所得款項計劃用途。物色可滿足我們生產要求的合適機械和設備已花費比預期更多的時間。董事將持續評估本集團之業務策略，並可能因應不斷變化之市況更改或修訂計劃，以達致本集團之可持續業務增長。

股息

董事會不建議就截至二零二零年三月三十一日止三個月派付股息(二零一九年：無)。

CORPORATE GOVERNANCE

企業管治

OVERVIEW

The Board recognises the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Directors consider that the Company has applied the principles and complied with all the applicable code provisions set out in the code provisions of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules during the three months ended 31 March 2020 and up to the date of this announcement (the “Relevant Period”).

CODE OF CONDUCT FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has made specific enquiry of all Directors and all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding directors’ securities transactions adopted by the Company during the Relevant Period.

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

Neither did the Company redeem nor did the Company or any of its subsidiaries purchase or sell any of the Company’s listed securities during the Relevant Period.

概覽

董事會認為在本集團管理架構及內部監控程序引進良好企業管治元素乃非常重要，藉以達致有效的問責性。董事認為，本公司於截至二零二零年三月三十一日止三個月及截至本公佈日期止（「相關期間」），已應用GEM上市規則附錄15載列之企業管治守則載列之原則及遵守當中載列之所有適用守則條文。

董事進行證券交易之行為守則

本公司已採納有關董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48條至5.67條載列之規定交易準則。本公司已向所有董事作出具體查詢，且所有董事已確認彼等於相關期間內一直遵守本公司採納之有關董事證券交易之規定交易準則及行為守則。

購買、出售或贖回本公司之上市證券

於相關期間，本公司概無贖回或本公司或其任何附屬公司概無購買或出售本公司任何上市證券。

AUDIT COMMITTEE

The Company has established the Audit Committee on 21 July 2017 in compliance with Rule 5.28 of the GEM Listing Rules. Among other things, the primary duties of the Audit Committee are to review and supervise the Company's financial reporting process, internal control system and risk management system and to provide advice and recommendations to the Board on the appointment, reappointment and removal of external auditors.

The Audit Committee consists of three independent non-executive Directors, namely Ms. Pan Jianli, Mr. Pan Jianguo and Dr. Li Ling. Ms. Pan Jianli is the chairperson of the Audit Committee.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed the financial reporting matters with senior management and the auditors of the Company relating to the preparation of the unaudited consolidated financial statements of the Group for the three months ended 31 March 2020. This announcement has been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting principles and practices adopted by the Group and that adequate disclosure has been made.

審核委員會

本公司已遵照GEM上市規則第5.28條於二零一七年七月二十一日成立審核委員會。其中，審核委員會的主要職責為檢討及監督本公司的財務申報過程、內部監控制度及風險管理系統，並就外部核數師的委任、續聘及罷免向董事會提供意見及建議。

審核委員會成員包括三名獨立非執行董事潘建麗女士、潘建國先生及李玲博士。潘建麗女士為審核委員會主席。

審核委員會已審閱本集團所採納的會計原則及慣例，並與本公司高級管理層及核數師討論與編製本集團截至二零二零年三月三十一日止三個月的未經審核綜合財務報表相關的財務申報事宜。本公佈已經審核委員會審閱，其認為編製該等業績符合本集團採納的適用會計原則及常規，並已作充分披露。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME

On 17 October 2017, the Company adopted a share option scheme (the “Share Option Scheme”). Under the Share Option Scheme, the Board may, at its absolute discretion and on such terms as it may think fit, grant Share Options to the any Eligible Person (who is (i)(a) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of, or (b) any individual for the time being seconded to work for, any member of the Group or any substantial shareholder or any company controlled by a substantial shareholder (a “Category A Eligible Person”); or (ii) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group (a “Category B Eligible Person”) and, for the purposes of the Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of participants, collectively the “Eligible Person”) to subscribe at a price calculated in accordance with the Share Option Scheme for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Company to grant Share Options to the selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the growth and development of the Group.

Total number of Shares available under the Share Option Scheme

On 31 January 2018, options to subscribe for a total of 21,000,000 shares with a nominal amount of US\$0.01 each in the share capital of the Company were granted under the Scheme at the exercise price of HK\$1.16 per share. During the 3 months ended 31 March 2020, a total of 3,460,000 options (for the three months ended 31 March 2019: Nil) were forfeited due to the resignation of grantees. As at the date of this Report, 12,240,000 share options has been granted under the Share Option Scheme to entitle the holders of these share options to subscribe for a total 12,240,000 Shares, representing 2.354% of the issued Shares of the Company.

購股權計劃

於二零一七年十月十七日，本公司採納一項購股權計劃「購股權計劃」。根據購股權計劃，董事會可全權酌情及按其認為合適之有關條款，向任何合資格人士（指「A類合資格人士」即(i)本集團任何成員公司或任何主要股東或主要股東控制的任何公司的(a)任何董事或擬任董事（不論為執行董事或非執行董事，包括任何獨立非執行董事）、僱員或擬任僱員（不論為全職或兼職），或(b)當時借調為其工作的任何個人；或(ii)「B類合資格人士」即向本集團任何成員公司提供研究、開發或其他技術支持或任何顧問、諮詢、專業或其他服務的任何人士或實體；就購股權計劃而言，包括屬於上述任何一類參與者的一名或多名人士控制的任何公司，統稱「合資格人士」）授出購股權，以按購股權計劃所載方法計算之價格認購董事會根據購股權計劃條款釐定之有關數目的股份。

購股權計劃之目的

購股權計劃之目的為讓本公司向選定的合資格人士授予購股權，作為彼等對本集團之發展及增長所作出或將會作出之貢獻之激勵或獎賞。

購股權計劃項下可發行的股份總數

於二零一八年一月三十一日，根據該計劃授出了認購本公司股本中總額為21,000,000股每股面值0.01美元之購股權，行使價為每股1.16港元。截至二零二零年三月三十一日止三個月，由於承授人辭任，合共沒收3,460,000份購股權（截至二零一九年三月三十一日止三個月：無）。於本報告日期，根據購股權計劃已授出12,240,000份購股權可賦予購股權持有人認購總共12,240,000股股份的權利，即佔本公司已發行股份的2.354%。

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Maximum entitlement of each Eligible Participant

The maximum number of Shares issued and to be issued upon the exercise of the Share Options granted under the Share Option Scheme and any other share option schemes of the Company to any Eligible Person(s) (including cancelled, exercised and outstanding Share Options), in any 12-month period up to the date of grant shall not exceed 1% of the number of Shares in issue, unless (i) a circular is despatched to the Shareholders; (ii) the Shareholders approve the grant of the Share Options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant Eligible Person and his associates shall abstain from voting. The number and terms (including the exercise price) of Share Options to be granted to such Eligible Person(s) must be fixed before Shareholders' approval.

Time of exercise of option

A Share Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period commencing on such date on or after the date on which the Share Option is granted as the Board may determine in granting the Share Options and expiring at the close of business on such date as the Board may determine in granting the Share Options but in any event shall not exceed ten (10) years from the date of grant (which is the date of offer of grant if the offer for the grant of the Share Options is accepted).

Acceptance of offers

An offer for the grant of Share Options must be accepted within thirty (30) days inclusive of the day on which such offer was made. The amount payable by the grantee of the Share Options to the Company on acceptance of the offer for the grant of Share Options is HK\$1.00.

各合資格參與人可認購的股份數目上限

根據購股權計劃及本公司任何其他購股權計劃授予任何合資格人士之購股權(包括已註銷、已行使及尚未行使之購股權)獲行使時已發行及將予發行之股份總數,於截至授出當日止任何十二個月期間,不得超過已發行股份數目之1%,除非(i)一份通函已寄發予股東;(ii)股東批准授出超過本段所述之1%上限之購股權;及(iii)有關合資格人士及其聯繫人須放棄投票。將授予合資格人士之購股權之數目及條款(包括行使價)必須於股東批准前釐定。

購股權的行使時間

購股權可根據購股權計劃之條款,於董事會授出購股權時決定之日起及於授出購股權之後起,直至董事會於授出購股權時決定之日及結束營業止之期間內隨時行使,惟在任何情況下該期間不得超過授出當日(倘授出購股權之要約獲接納則為授出要約當日)起計十(10)年。

接納要約

授出購股權之要約必須在提出該等要約當日起三十(30)日(包括當日)予以接納。購股權承授人於接納授出購股權之要約時,須支付本公司之金額為1.00港元。

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Exercise price per Share for the exercise of a Share Option

The exercise price per Share payable on the exercise of a Share Option is to be determined by the Board provided always that it shall be at least the higher of (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant (which is deemed to be the date of Board meeting for approving the grant of Options), which must be a business day; and (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) business days immediately preceding the date of offer of grant, provided that the exercise price per Share shall in no event be less than the nominal amount of the Share.

Remaining life of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten (10) years commencing on 17 October 2017, the date on which the Share Option Scheme is adopted by Shareholders in general meeting, and shall expire at the close of business on the day immediately preceding the tenth anniversary thereof unless terminated earlier by Shareholders in general meeting.

The Company may by resolution in general meeting or the Board may at any time terminate the Share Option Scheme and in such event no further Share Option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Share Option granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Share Options granted prior to such termination at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

行使購股權的每股股份行使價

行使購股權時應付之每股股份的行使價由董事會釐定，惟不得低於以下較高價：(i)在授出當日(該日將被視為批准授出購股權之董事會會議日期)(必須為營業日)股份於聯交所發出之日報表上所報收市價；及(ii)緊接授出要約當日前五(5)個營業日股份於聯交所發出之日報表上所報平均收市價，惟在任何情況下每股股份之行使價不得低於股股份之面值。

購股權計劃的餘下年限

購股權計劃自二零一七年十月十七日(即本公司股東在股東大會上採納購股權計劃當日)起十(10)年期間一直有效，並於緊接十週年前一日營業時間結束時屆滿(股東於股東大會上提早終止者除外)。

本公司可經股東大會通過之決議案或董事會隨時終止購股權計劃，而自此之後再無購股權可予授出，惟購股權計劃之條文仍將維持相當程度之效力，足以令在購股權計劃終止前已授出之任何購股權的行使，或根據購股權計劃之條文規定之其他方面仍然有效。該終止於終止前授出之購股權仍可根據購股權計劃生效及行使。

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INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, so far as the Directors are aware, the following persons have or are deemed or taken to have an interest and/or short position in the shares of the Company (the “Shares”) or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the Securities and Futures Ordinance (the “SFO”) or which were recorded in the register of the Company 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 other members of the Group:

Long position in the Shares

主要股東於股份及相關股份的權益及淡倉

於二零二零年三月三十一日，就董事所知，以下人士於本公司股份（「股份」）或相關股份中擁有或被視作擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第2及第3分部的條文須作出披露的權益及淡倉，或須載入本公司根據證券及期貨條例第336條所存置的本公司登記冊內的權益及淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司或本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上的權益：

於股份的好倉

Name of shareholders 股東名稱	Capacity/Nature of interests 身份／權益性質	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比 (Note 5) (附註5)
Top Access Management Limited (“Top Assess”)	Beneficial owner 實益擁有人	324,324,325	62.37%
China Shuifa Singyes Energy Holdings Limited (formerly known as China Singyes Solar Technologies Holdings Limited, “Shuifa Singyes”) 中國水發興業能源集團有限公司 (前稱中國興業太陽能技術控股有限公司， 「水發興業」)	Interest in a controlled corporation (Note 1) 受控法團權益(附註1)	324,324,325	62.37%
Water Development (HK) Holdings Co., Limited (“Water Development (HK)”) 水發集團(香港)控股有限公司(「水發集團(香港)」)	Interest in a controlled corporation (Note 2) 受控法團權益(附註2)	324,324,325	62.37%
Shuifa Energy Group Co., Ltd. (“Shuifa Energy”) 水發能源集團有限公司(「水發能源」)	Interest in a controlled corporation (Note 2) 受控法團權益(附註2)	324,324,325	62.37%

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Name of shareholders 股東名稱	Capacity/Nature of interests 身份／權益性質	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比 (Note 5) (附註5)
Shuifa Group Co., Ltd. ("Shuifa Group") 水發集團有限公司(「水發集團」)	Interest in a controlled corporation (Note 2) 受控法團權益(附註2)	324,324,325	62.37%
Oasis Investments II Master Fund Ltd.	Person having a security interest in shares 於股份擁有抵押權益的人士	324,324,325	62.37%
Oasis Investments II Offshore Feeder Ltd.	Interest in a controlled corporation (Note 3) 受控法團權益(附註3)	324,324,325	62.37%
Oasis Management Company Ltd.	Investment manager 投資管理人	324,324,325	62.37%
Fischer Seth Hillel Corporation	Interest in a controlled corporation 受控法團權益	324,324,325	62.37%
AMATA Limited	Beneficial owner 實益擁有人	40,000,000	7.69%
Mr. Luo Jingxi 羅靜熙先生	Interest in a controlled corporation (Note 4) 受控法團權益(附註4)	40,000,000	7.69%

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Notes:

1. The entire issued share capital of Top Access is legally and beneficially owned by Shuifa Singyes, which is deemed to be interested in the Shares held by Top Access under Part XV of the SFO.
2. Water Development (HK) is the legal and beneficial owner of 1,687,008,585 shares of Shuifa Singyes, representing approximately 66.92% of the issued share capital in Shuifa Singyes. Water Development (HK) is beneficially and wholly-owned by Shuifu Energy, which is in turn beneficially and wholly-owned by Shuifu Group. As such, each of Water Development (HK), Shuifu Energy and Shuifu Group is deemed to be interested in the Shares to which Shuifa Singyes is interested in (through its shareholding in Top Access) under Part XV of the SFO.
3. Oasis Investments II Master Fund Ltd. is beneficially and 86% owned by Oasis Investments II Offshore Feeder Ltd. As such, Oasis Investments II Offshore Feeder Ltd. is deemed to be interested in the Shares in which Oasis Investments II Master Fund Ltd. has a security interest under Part XV of the SFO.
4. AMATA Limited is legally and beneficially owned by Mr. Luo Jingxi, Mr. Hua Jianjun, Mr. Zhong Qibo and Mr. He Qiangmin as to 39%, 27%, 20% and 14% respectively. Mr. Luo Jingxi is deemed to be interested in the Shares held by AMATA Limited under Part XV of the SFO.
5. The percentage is calculated on the basis of 520,000,000 Shares in issue as at 31 March 2020.

Save as disclosed above, as at 31 March 2020, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person or corporation other than the Directors and the Chief Executives whose interests are set out in the section "Directors' and Chief Executives' interests and short positions in Shares, underlying Shares and debenture of the Company and its associated corporations" below, had any interest or short position in the Shares or underlying Shares of the Company that was required to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

附註：

1. Top Access的全部已發行股本由水發興業合法及實益擁有，根據證券及期貨條例第XV部，水發興業被視為於Top Access持有之股份中擁有權益。
2. 水發集團(香港)為水發興業之1,687,008,585股股份之合法及實益擁有人，佔水發興業已發行股本之約66.92%。水發集團(香港)由水發能源實益及全資擁有，而水發能源由水發集團實益及全資擁有。因此，根據證券及期貨條例第XV部，水發集團(香港)、水發能源及水發集團均被視為於水發興業擁有權益(透過其於Top Access之股權)之股份中擁有權益。
3. Oasis Investments II Master Fund Ltd.由Oasis Investments II Offshore Feeder Ltd.實益擁有86%權益。因此，根據證券及期貨條例第XV部，Oasis Investments II Offshore Feeder Ltd.被視為於Oasis Investments II Master Fund Ltd.擁有抵押權益之股份中擁有權益。
4. AMATA Limited由羅靜熙先生、華建軍先生、鍾啟波先生及何強民先生分別合法及實益擁有39%、27%、20%及14%權益。根據證券及期貨條例第XV部，羅靜熙先生被視為於AMATA Limited持有之股份中擁有權益。
5. 該百分比乃根據於二零二零年三月三十一日已發行520,000,000股股份計算。

除上文所披露者外，於二零二零年三月三十一日，根據本公司根據證券及期貨條例第336條所存置的權益登記冊，除其權益已載於下文「董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉」一節的董事及最高行政人員外，概無人士或法團於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文須予披露的任何權益或淡倉。

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2020, so far as the Directors are aware, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, have been notified to the Company and the Stock Exchange, are as follows:

Long positions in the shares of Shuifa Singyes (Note 1)

Name of Director(s)	Capacity/Nature of Interests	Number of Shares held	Approximate percentage of total registered share capital
董事名稱	身份／權益性質	所持股份數目	佔註冊股本總額之概約百分比
Mr. Liu Hongwei 劉紅維先生	Interest of a controlled corporation 受控法團權益	203,802,750 (Note 2) 203,802,750 (附註2)	8.08%

Notes:

- Shuifa Singyes is listed in the Main Board of the Stock Exchange with stock code: 750. Shuifa Singyes is a holding company of the Company pursuant to the SFO.
- 203,802,750 shares of Shuifa Singyes are held by Strong Eagle Holdings Ltd., whose share capital is 53% owned by Mr. Liu Hongwei (the non-executive Director and Chairman of the Company). Mr. Liu Hongwei is deemed to be interested in these shares by virtue of the SFO.
- The percentage is calculated on the basis of 2,521,081,780 shares in issue of Shuifa Singyes as at 31 March 2020.

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉

於二零二零年三月三十一日，就董事所知，董事及本公司最高行政人員於本公司或其任何相關法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有已根據證券及期貨條例第XV部第7及第8分部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有關條文彼等被當作或視為擁有的權益及淡倉），或已載入本公司根據證券及期貨條例第352條所存置的登記冊內的權益及淡倉，或須根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益及淡倉如下：

於水發興業股份的好倉（附註1）

- 附註：
- 水發興業於聯交所主板上市，股份代號為750。根據證券及期貨條例，水發興業為本公司的控股公司。
 - 203,802,750股水發興業股份由Strong Eagle Holdings Ltd.持有，而本公司非執行董事兼主席劉紅維先生持有Strong Eagle Holdings Ltd.股本之53%。根據證券及期貨條例，劉紅維先生被視為於該等股份中擁有權益。
 - 該百分比乃根據水發興業於二零二零年三月三十一日已發行2,521,081,780股股份計算。

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Save as disclosed above, as at 31 March 2020, none of the Directors or chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was 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 and short positions which was taken or deemed to have under such provisions of the SFO), or which was required to be recorded pursuant to Section 352 of the SFO, or as otherwise required pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its associated corporations” above, at no time since the Listing Date and up to the date of this announcement, was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or to acquire benefits by means of acquisitions of shares in, or debentures of, the Company or any other body corporate.

INTEREST IN COMPETING BUSINESSES

Shuifa Singyes, one of the controlling shareholders (as defined under GEM Listing Rules) of the Company, has entered into the deed of non-competition dated 23 June 2017 (the “Deed of Non-competition”) in favour of the Company, details of which were set out in the Prospectus. Pursuant to the Deed of Non-competition, Shuifa Singyes has undertaken to our Company (for ourselves and as trustee for each of our subsidiaries) that with effect from the Listing Date, it shall not, and shall procure each of its close associates (other than our Group) shall not, whether on its own account or in conjunction with or on behalf of any person, firm or company and whether directly or indirectly, whether as a shareholder,

除上文所披露者外，於二零二零年三月三十一日，概無董事或本公司最高行政人員於本公司或其任何相關法團(定義見證券及期貨條例第XV部)的股份、相關股份或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的任何權益或淡倉(包括根據證券及期貨條例條文被當作或視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條記錄的任何權益或淡倉，或須根據GEM上市規則第5.46條至5.68條另行知會本公司及聯交所的任何權益或淡倉。

收購股份或債權證的權利

除上文「董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉」一節所披露者外，自上市日期後及截至本公佈日期止全部時間，本公司或其任何附屬公司或其任何同系附屬公司概無訂立任何安排，以使董事或本公司最高行政人員或彼等各自的聯繫人(定義見GEM上市規則)有權認購本公司或其任何相關法團(定義見證券及期貨條例第XV部)的證券，或透過收購本公司或任何其他法人團體的股份或債權證而獲益。

於競爭業務的權益

本公司控股股東(定義見GEM上市規則)之一，水發興業已以本公司為受益人訂立日期為二零一七年六月二十三日的不競爭契據(「不競爭契據」)，其詳情載於招股章程。根據不競爭契據，水發興業已向本公司(就我們及我們各附屬公司的受託人)承諾自上市日期起，其將不會，並將促使其緊密聯繫人(本集團除外)不會(不論就其本身或聯同或代表任何人士、事務所或公司以及不論直接或間接及不論作為股東、董事、僱

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director, employee, partner, agent or otherwise (other than being a director or shareholder of our Group or members of our Group), carry on or be engaged in, directly or indirectly, a business which is, or be interested or involved or engaged in or acquire or hold any rights or interest or otherwise involved in (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) any business which competes or may in any aspect compete directly or indirectly with the business or which is similar to the business currently and may from time to time be engaged by our Group (including but not limited to the production and sale and businesses ancillary to any of the foregoing).

During the three months ended 31 March 2020 and up to the date of this announcement, none of the Directors, the controlling shareholders of the Company or their respective close associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group and any other conflicts of interest with the Group.

The controlling shareholders of the Company have confirmed to the Company that during the three months ended 31 March 2020 and up to the date of this announcement, Shuifa Singyes and its respective close associates (as defined under the GEM Listing Rules) have complied with the undertakings contained in the Deed of Non-competition.

員、合夥人、代理人或其他(本集團或本集團成員公司的董事或股東除外)直接或間接進行或從事，於任何方面與本集團業務或與本集團現時及可能不時從事的業務(包括但不限於生產及銷售及與任何前述業務配套的業務)類似的業務構成或可能構成競爭的任何業務或於當中擁有權益或涉及或從事受限制業務或收購或於當中持有任何權利或權益或以其他方式牽涉其中(在各情況下不論作為股東、合夥人、代理人或其他身份及不論為換取溢利、回報或其他利益)。

於截至二零二零年三月三十一日止三個月及截至本公佈日期止，概無董事、本公司控股股東或彼等各自的緊密聯繫人(定義見GEM上市規則)擁有任何與本集團業務構成或可能構成競爭的業務，或於當中擁有權益，亦概無與本集團擁有任何其他利益衝突。

本公司控股股東已向本公司確認，於截至二零二零年三月三十一日止三個月及截至本公佈日期止，水發興業及其各自的緊密聯繫人(定義見GEM上市規則)已遵守不競爭契據所載的承諾。

