



SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 8501

THIRD QUARTERLY
REPORT

2020

第三季度報告

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this quarterly report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this quarterly report.

*This quarterly report, for which the directors (the “**Directors**”) of Sanbase Corporation 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 quarterly 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 quarterly report misleading.*

香港聯合交易所有限公司（「聯交所」） GEM 的特色

GEM 乃為較於聯交所上市的其他公司帶有更高投資風險的中小型公司提供一個上市的市場。有意投資者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。

香港交易及結算所有限公司及聯交所對本季度報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本季度報告全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本季度報告乃遵照聯交所 GEM 證券上市規則（「**GEM 上市規則**」）而刊載，旨在提供有關莊皇集團公司（「**本公司**」）的資料，本公司的董事（「**董事**」）願就此共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就彼等所知及所信，本季度報告所載資料在各重大方面均屬準確及完備，無誤導或欺詐成份，且並無遺漏任何事項，足以令致本季度報告或其所載任何陳述產生誤導。

Contents

目錄

		<i>Page 頁碼</i>
Corporate Information	公司資料	2
Chairman's Statement	主席報告	5
Financial Highlights	財務摘要	7
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	未經審核簡明 綜合損益及 其他全面收益表	8
Unaudited Condensed Consolidated Statement of Changes in Equity	未經審核簡明 綜合權益變動表	10
Notes to the Unaudited Condensed Consolidated Financial Information	未經審核簡明 綜合財務資料附註	11
Management Discussion and Analysis	管理層討論與分析	22
Corporate Governance and Other Information	企業管治及其他資料	29

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Sai Chuen (*Chairman and Chief Executive Officer*)

Mr. Wong Kin Kei (*Chief Operating Officer*)

Ms. Hui Man Yee, Maggie

Dr. Sung Tak Wing, Leo

Independent Non-executive Directors

Mr. Cheung Chi Man, Dennis

Mr. Chan Chi Kwong, Dickson

Mr. Pang Chung Fai, Benny

AUDIT COMMITTEE

Mr. Cheung Chi Man, Dennis (*Chairman*)

Mr. Chan Chi Kwong, Dickson

Mr. Pang Chung Fai, Benny

REMUNERATION COMMITTEE

Mr. Chan Chi Kwong, Dickson (*Chairman*)

Mr. Cheung Chi Man, Dennis

Mr. Pang Chung Fai, Benny

NOMINATION COMMITTEE

Mr. Wong Sai Chuen (*Chairman*)

Mr. Cheung Chi Man, Dennis

Mr. Chan Chi Kwong, Dickson

Mr. Pang Chung Fai, Benny

COMPLIANCE OFFICER

Dr. Sung Tak Wing, Leo

COMPANY SECRETARY

Dr. Sung Tak Wing, Leo

AUTHORISED REPRESENTATIVES

Mr. Wong Sai Chuen

Dr. Sung Tak Wing, Leo

AUDITOR

PricewaterhouseCoopers

22/F Prince's Building

Central

Hong Kong

董事會

執行董事

王世存先生 (*主席兼行政總裁*)

黃健基先生 (*營運總監*)

許曼怡女士

宋得榮博士

獨立非執行董事

張志文先生

陳智光先生

彭中輝先生

審核委員會

張志文先生 (*主席*)

陳智光先生

彭中輝先生

薪酬委員會

陳智光先生 (*主席*)

張志文先生

彭中輝先生

提名委員會

王世存先生 (*主席*)

張志文先生

陳智光先生

彭中輝先生

合規主任

宋得榮博士

公司秘書

宋得榮博士

授權代表

王世存先生

宋得榮博士

核數師

羅兵咸永道會計師事務所

香港

中環

太子大廈22樓

LEGAL ADVISER

as to Hong Kong Law:
Patrick Mak & Tse
Rooms 901-905, 9th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
8/F Lower Block, Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTER IN HONG KONG

16/F, Loon Kee Building
267-275 Des Voeux Road Central
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

法律顧問

關於香港法律：
麥家榮律師行
香港
干諾道中111號
永安中心
9樓901-905室

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中181號
新紀元廣場低座8樓

中國銀行(香港)有限公司
香港
花園道1號

主要股份過戶及轉讓登記處

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

香港股份過戶及轉讓登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

香港主要營業地點及總部

香港
德輔道中267-275號
龍記大廈16樓

開曼群島註冊辦事處

4th Floor, Harbour Place
103 South Church Street, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG UNDER PART 16 OF THE COMPANIES ORDINANCE (CAP. 622)

16/F, Loon Kee Building
267-275 Des Voeux Road Central
Hong Kong

STOCK CODE

08501

WEBSITE

www.sclhk.com

根據公司條例（第622章）第16部註冊的香港主要營業地點

香港
德輔道中267-275號
龍記大廈16樓

股份代號

08501

網址

www.sclhk.com

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Sanbase Corporation Limited (the “**Company**”), I hereby present you the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the three months and the nine months ended 31 December 2020.

Heading into the new year, Hong Kong remains to be clouded by the threat of the pandemic, followed by the fourth wave further aggravating the operating environment across industries, and a full economic recovery is still a long way round. To minimize employees' infection risk, large companies (especially Grade A office tenants) have adopted work-from-home arrangement, and have thus reduced the size of their offices. According to a report from The Savills Hong Kong, the overall Grade A office vacancy in Hong Kong rose from 4.7% at the forecast of 2019 to 8.4% at the end of 2020. The institute also forecast that a market recovery would rest upon whether Hong Kong's pandemic could be controlled, such that cross-border traffic, and hence, the inflow of people and capital into the city, can gradually recommence.

Despite the unclear macro-outlook, the Group believes that, the demand for the Group's fit-out services would be created when companies are looking to reduce office size or new tenants taking over from previously leased areas, such as the rezoning of office partitions, change of use and improve office space efficacy. The Group is also pleased to report that it has won a number of large-scale fit-out projects during the current period, and its core business in Hong Kong remains steady. In the third quarter, the Group's restacking business contributed HK\$89.6 million in revenue. Counting with the revenue from completion of various churn works, the decrease in revenue from the bare shell fit-out segment could be fairly mitigated. As a result, revenue for the current period decreased by 3.5% year-on-year from HK\$481.9 million to HK\$465.0 million. Concurrently, profit margins of certain projects have declined due to lowering of tendering price in order to boost the mining rate during the period, leading to the relatively notable decrease in gross profit and net profit by 20% and 34% respectively.

各位股東：

本人謹代表莊皇集團公司（「**本公司**」）董事（「**董事**」）會（「**董事會**」），提呈本公司及其附屬公司（統稱「**本集團**」）截至2020年12月31日止3個月及9個月之未經審核簡明綜合業績。

踏入新一年，香港繼續受到疫情的陰霾籠罩，第四波疫情影響各行各業，距離經濟完全復蘇仍有一段時間。為了減低員工感染的風險，大型企業（特別是甲級寫字樓租戶）普遍採取在家工作安排，並就此縮減辦公室規模。第一太平戴維斯報告顯示，香港整體甲級寫字樓空置率由2019年年底的4.7%，上升至2020年底的8.4%。該行預期，今年甲級寫字樓市場能否復蘇，取決於香港疫情是否受控，令跨境通行得以恢復，使人員及資金重新流入香港。

雖然宏觀因素仍未明朗，惟不論企業縮減辦公室規模，或是新租戶承接棄租面積，都會衍生對本集團裝潢服務的需求，例如改劃辦公室間隔、改變用途及提升辦公空間效率。我們亦很高興在這段時間取得多項大型工程合同，使集團在香港的核心業務整體保持平穩。本集團的重裝服務工程在第三季貢獻收入89.6百萬港元，同比增長7.62倍，連同第三季完成的各項零碎工程，兩類服務貢獻的收入相對緩和毛坯房工程合同減少對總收入造成的衝擊。因此，本集團今年首九個月收入由去年同期的481.9百萬港元，下跌3.5%至465.0百萬港元。同時，由於集團在期內降低招標造價以提高中標機會，部分項目的利潤率有所下降，令毛利及純利的同比跌幅較為明顯，分別達到20%及34%。

CHAIRMAN'S STATEMENT

主席報告

Looking forward to the second half of the year, we remain confident in maintaining the Group's reputation in Hong Kong, supported by its one-stop fit-out solutions and high-quality services. Following the commencement of vaccination in Hong Kong, there is the hope that economic activities would return to normal, and the increasing number of returning China concepts stocks to go listed in Hong Kong will also revitalize the market demand of fit-out solutions of Grade A office buildings. In addition, we perceive a slow but growing trend of companies leasing Grade A offices as a result of decreasing rent rates. This shows a healthy regulating mechanism where companies can be attracted to expand their offices, or fulfil their leasing demand when presented with reasonable rental adjustments, essentially creating a bigger market for fit-out services.

In the long run, we remain prudently optimistic on the prospect of fit-out services in both China and Hong Kong. Until market uncertainties are lifted, the Group will continue to focus on solidifying its core business, and exploring the possibility of further collaborations among existing customers. Meanwhile, the Group will also strengthen cost control measures, particularly on sub-contractors sourcing, by optimizing its sub-contractor portfolio with best-in-class services and competitive price offerings, all in the hope to create a healthy and mutually-beneficial industry environment. The Group will also leverage its corporate virtue of "doing better" and strong brand equity built over the years in order to generate greater synergies in the future.

Lastly, I wish to take this opportunity to thank our business partners, shareholders and stakeholders for their continued trust and support, and to the directors and all employees for their dedication, resilience, and perfect execution, which has enabled the Group to gain steady foothold under difficult times. The Group will strive to overcome future challenges and commit to offering high-quality services to the industry as well as delivering greater and sustainable returns to our shareholders.

Chairman of the Board

Wong Sai Chuen

Hong Kong, 5 February 2021

展望下半年，我們對集團在香港市場的口碑、其一站式裝潢解決方案的業務模式，以至服務團隊的質素仍然抱有信心。隨著疫苗在香港接種，經濟活動有望逐步回復正常，加上更多的中概股回流香港上市，市場對甲級寫字樓室內裝潢解決方案的需求將會回升。此外，近期陸續有企業承租甲級寫字樓，充分說明在租金水平出現一定幅度的調整後，會吸引到更多企業擴展辦公室，並釋放出部分原本因為預算限制而受壓抑的租賃需求，帶動本集團在本港的裝潢工程業務發展。

長遠而言，我們對中港兩地的裝潢行業保持審慎樂觀，在外圍不明朗因素消退前，集團會繼續鞏固核心業務，物色更多機遇，在現有客戶中尋求擴大合作的可能性；與此同時，本集團會加強在成本端的控制，尤其在構建健康互利的行業環境的同時，物色施工水平相約、但定價更具競爭力的次承判商；期望憑藉集團「做得更好」的企業價值觀和多年積累的良好聲譽，在未來產生更佳的協同效應。

最後，我想在此感謝本集團的業務合作夥伴、股東及持份者對我們長期的信任和支持，更感謝董事全人及全體員工在面對挑戰時所表現出的頑強、堅韌和行動力，令集團在面臨大環境挑戰時仍能穩健前行。儘管外部挑戰仍會持續，但本集團也做好充分準備，克服挑戰，把握機遇，保持可持續發展，為股東帶來更大回報。

董事會主席

王世存

香港，2021年2月5日

FINANCIAL HIGHLIGHTS

財務摘要

		Unaudited 未經審核		Change in percentage 百分比變動
		Nine months ended 31 December 截至12月31日止9個月		
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	
Revenue	收入	465,012	481,905	-3.5%
Gross profit	毛利	36,739	45,703	-19.6%
<i>Gross profit margin</i>	<i>毛利率</i>	7.9%	9.5%	-1.6%
Profit before income tax	除稅前溢利	13,355	19,599	-31.9%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	8,810	10,225	-13.8%
		HK cents 港仙	HK cents 港仙	
Basic and diluted earnings per share	每股基本及攤薄盈利	4.45	5.17	-13.9%

2020 THIRD QUARTERLY RESULTS

2020年第三季度業績

The Board of the Company is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 31 December 2020, together with the comparative figures for the corresponding period in 2019, are as follows:

本公司董事會欣然提呈本集團截至2020年12月31日止3個月及9個月的未經審核簡明綜合業績，連同2019年同期的比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明綜合損益及其他全面收益表

FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 DECEMBER 2020

截至2020年12月31日止3個月及9個月

		Unaudited 未經審核				
		Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月		
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	
	Note 附註					
Revenue	收入	3	163,438	134,511	465,012	481,905
Cost of sales	銷售成本	5	(152,244)	(117,853)	(428,273)	(436,202)
Gross profit	毛利		11,194	16,658	36,739	45,703
Other income	其他收入	4	1,242	–	3,725	–
Administrative expenses	行政開支	5	(9,718)	(9,621)	(26,804)	(24,063)
Impairment losses reversed/(recognised) on financial assets	金融資產減值虧損 撥回/(確認)	6	1,357	–	(185)	(1,931)
Operating profit	經營溢利		4,075	7,037	13,475	19,709
Finance income	財務收入		21	137	90	168
Finance costs	財務成本		(74)	(83)	(210)	(278)
Finance income/(costs) – net	財務收入/(成本) – 淨額	7	(53)	54	(120)	(110)
Profit before income tax	除稅前溢利		4,022	7,091	13,355	19,599
Income tax expense	所得稅開支	9	(633)	(1,545)	(3,411)	(4,495)
Profit for the period	期內溢利		3,389	5,546	9,944	15,104
Other comprehensive income, net of income tax	其他全面收益，扣除所得稅					
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至 損益的項目：</i>					
– Exchange differences arising on translation of foreign operation	– 換算海外業務產生的 匯兌差額		285	219	571	35
Total comprehensive income for the period	期內全面收益總額		3,674	5,765	10,515	15,139

2020 THIRD QUARTERLY RESULTS

2020年第三季度業績

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明綜合損益及其他全面收益表

FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 DECEMBER 2020

截至2020年12月31日止3個月及9個月

		Unaudited 未經審核			
		Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Profit/(loss) for the period attributable to:	應佔期內溢利/(虧損):				
	Owners of the Company	1,975	5,634	8,810	10,225
	Non-controlling interests	1,414	(88)	1,134	4,879
		3,389	5,546	9,944	15,104
Total comprehensive income for the period attributable to:	應佔期內全面收益總額:				
	Owners of the Company	2,189	5,617	9,234	10,090
	Non-controlling interests	1,485	148	1,281	5,049
		3,674	5,765	10,515	15,139
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
Earnings per share attributable to owners of the Company	本公司擁有人應佔				
	每股盈利				
Basic and diluted	基本及攤薄	1.00	2.85	4.45	5.17

Note
附註

10

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

FOR THE NINE MONTHS ENDED 31 DECEMBER 2020

截至2020年12月31日止9個月

		Unaudited 未經審核						Unaudited 未經審核	
		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling unaudited 未經審核	
		Shares held under share award scheme 計劃下						Unaudited 未經審核	
		Share capital	Share premium	Share award scheme	Exchange reserve	Retained earnings	Subtotal	Non- controlling interests	Unaudited 未經審核 Total equity
		股本	股份溢價	所持股份	匯兌儲備	保留盈利	小計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2019	於2019年4月1日	1,553	63,832	(2,998)	(53)	69,524	131,858	4,946	136,804
Profit for the period	期內溢利	-	-	-	-	10,225	10,225	4,879	15,104
Other comprehensive (loss)/income for the period:	期內其他全面 (虧損) / 收益:								
Exchange differences arising on translation of foreign operation	換算海外業務產生的 匯兌差額	-	-	-	(135)	-	(135)	170	35
Total comprehensive (loss)/income for the period	期內全面 (虧損) / 收益總額	-	-	-	(135)	10,225	10,090	5,049	15,139
Dividends declared	已宣派股息	-	(6,200)	-	-	-	(6,200)	-	(6,200)
At 31 December 2019	於2019年12月31日	1,553	57,632	(2,998)	(188)	79,749	135,748	9,995	145,743
At 1 April 2020	於2020年4月1日	1,553	57,632	(2,998)	(144)	85,748	141,791	10,414	152,205
Profit for the period	期內溢利	-	-	-	-	8,810	8,810	1,134	9,944
Other comprehensive income for the period:	期內其他全面收益:								
Exchange differences arising on translation of foreign operation	換算海外業務產生的 匯兌差額	-	-	-	424	-	424	147	571
Total comprehensive income for the period	期內全面收益總額	-	-	-	424	8,810	9,234	1,281	10,515
Dividends paid to non-controlling interests	已付予非控制權益之 股息	-	-	-	-	-	-	(3,992)	(3,992)
At 31 December 2020	於2020年12月31日	1,553	57,632	(2,998)	280	94,558	151,025	7,703	158,728

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

1. CORPORATE INFORMATION

Sanbase Corporation Limited was incorporated in the Cayman Islands on 24 March 2017 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 Company's registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands. The principal place of business is 16/F, Loon Kee Building, 267-275 Des Voeux Road Central, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of interior fit-out solutions in Hong Kong and the People's Republic of China (the "PRC"). The ultimate holding company of the Company is Madison Square International Investment Limited. The ultimate controlling party of the Group is Mr. Wong Sai Chuen ("Mr. Wong" or the "Controlling Shareholder").

The shares of the Company (the "Shares") have been listed on GEM of the Stock Exchange since 4 January 2018.

The unaudited condensed consolidated financial information for the three months and nine months ended 31 December 2020 have been reviewed by the audit committee of the Company ("Audit Committee") but have not been reviewed or audited by the Company's auditor.

2. BASIS OF PREPARATION

This unaudited condensed consolidated financial information for the three months and nine months ended 31 December 2020 has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the "HKFRSs"), which is a collective term for all individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The unaudited condensed consolidated financial information does not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company's annual report for the year ended 31 March 2020.

1. 公司資料

莊皇集團公司於2017年3月24日根據開曼群島法例第22章《公司法》(1963年第3號法律·經綜合及修訂)·於開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為4th Floor, Harbour Place, 103 South Church Street, P.O.Box 10240, Grand Cayman KY1-1002, Cayman Islands。主要營業地點為香港德輔道中267-275號龍記大廈16樓。

本公司為一家投資控股公司及其附屬公司的主要業務為於香港及中華人民共和國(「中國」)提供室內裝潢解決方案。本公司的最終控股公司為世曼有限公司。本集團的最終控股方為王世存先生(「王先生」)或「控股股東」。

本公司的股份(「股份」)自2018年1月4日起於聯交所GEM上市。

截至2020年12月31日止3個月及9個月之未經審核簡明綜合財務資料已由本公司審核委員會(「審核委員會」)審閱,惟未經本公司核數師審閱或審核。

2. 編製基準

截至2020年12月31日止3個月及9個月之未經審核簡明綜合財務資料乃按照香港會計師公會頒佈之所有適用香港財務報告準則(「香港財務報告準則」)(此詞涵蓋所有個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)以及香港公司條例及GEM上市規則之適用披露規定編製。該等未經審核簡明綜合財務資料並未包括年度財務報表規定之所有資料及披露並須與本公司截至2020年3月31日止年度之年報一併閱讀。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

2. BASIS OF PREPARATION (Continued)

The unaudited condensed consolidated financial information for the three months and nine months ended 31 December 2020 have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as appropriate.

All amounts are presented in Hong Kong dollar thousands (“HK\$’000”) in this unaudited condensed consolidated financial information unless otherwise stated.

Application of new and amendments to HKFRSs

In the current period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 7, HKFRS 9 and HKAS 39	Interest Rate Benchmark Reform
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions

The application of the new and amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

The Group’s accounting policy in relation to government grant is as follows:

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

2. 編製基準 (續)

截至2020年12月31日止3個月及9個月之未經審核簡明綜合財務資料乃按照歷史成本法編製，惟若干按公允值計量之金融工具除外（如適用）。

除另有說明外，於該等未經審核簡明綜合財務資料中所有金額均以千港元（「千港元」）呈列。

應用新訂及經修訂香港財務報告準則

於本期間，本集團首次應用下列香港會計師公會頒佈之新訂及經修訂香港財務報告準則編製本集團簡明綜合財務報表，而該等新訂及經修訂香港財務報告準則乃於2020年1月1日或之後開始之年度期間強制生效：

香港會計準則第1號及香港會計準則第8號（修訂本）	重大的定義
香港財務報告準則第3號（修訂本）	業務的定義
香港財務報告準則第7號，香港財務報告準則第9號及香港會計準則第39號（修訂本）	利率基準改革
香港財務報告準則第16號（修訂本）	2019新型冠狀病毒相關的租金減免

於本期間應用新訂及經修訂香港財務報告準則對本集團本期間及過往期間之財務狀況及表現及／或本簡明綜合財務報表所載之披露並無重大影響。

本集團有關政府補助的會計政策如下：

當可以合理確定本集團將會收到政府補助並會遵守所有附帶條件時，則政府補助會按其公平值確認。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

2. BASIS OF PREPARATION (Continued)

Application of new and amendments to HKFRSs (Continued)

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Saved for the above, the significant accounting policies that have been used in the preparation of the unaudited condensed consolidated financial information for the three months and nine months ended 31 December 2020 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 March 2020 included in the 2020 Annual Report.

The Group has not applied any new and revised HKFRSs that are not yet effective for the current period.

3. REVENUE AND SEGMENT INFORMATION

Bare shell fit-out	毛坯房裝潢
Restacking	重裝
Reinstatement	還原
Design	設計
Churn works	零碎工程
Maintenance and others	保養及其他

The Group's revenue mainly represents revenue from the provision of interior fit-out solutions for the three months and nine months ended 31 December 2020 and 2019.

2. 編製基準 (續)

應用新訂及經修訂香港財務報告準則 (續)

有關成本的政府補助均會於符合擬彌償成本所需的期間遞延並在損益確認。

除上述者外，編製截至2020年12月31日止3個月及9個月之未經審核簡明綜合財務資料時採用的重大會計政策，與編製2020年年報所載本集團截至2020年3月31日止年度的綜合財務報表所採用者一致。

本集團並無應用於本期間尚未生效之任何新訂及經修訂香港財務報告準則。

3. 收入及分部資料

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
54,117	112,143	247,877	407,099
89,581	10,387	186,509	40,088
11,805	3,799	12,106	16,938
102	1,366	1,022	5,127
7,675	6,566	16,445	11,387
158	250	1,053	1,266
163,438	134,511	465,012	481,905

本集團截至2020年及2019年12月31日止3個月及9個月的收入主要為提供室內裝潢解決方案所得的收入。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

3. REVENUE AND SEGMENT INFORMATION *(Continued)*

The executive Directors have been identified as the chief operating decision makers (“**CODM**”) of the Group who review the Group’s internal reporting in order to assess performance and allocate resources. The Group focuses on provision of interior fit-out solutions in Hong Kong and the PRC for the three months and nine months ended 31 December 2020 and 2019. Information reported to the CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Directors regard the Group’s business as a single operating segment and review consolidated financial information accordingly. The Group primarily operates in Hong Kong and started its business in the PRC in May 2018. Revenue generated from customers in the PRC is also related to the provision of interior fit-out solutions and the reported geographical segment information is presented as below:

Geographical information

The geographical location of customers is based on the location at which the services provided. The Group’s operations and workforce are mainly located in Hong Kong and the PRC. The following table provides an analysis of the Group’s revenue from external customers.

Hong Kong	香港
The PRC	中國

3. 收入及分部資料 (續)

執行董事已被確認為本集團的主要經營決策者（「**主要經營決策者**」），負責審閱本集團的內部報告，以評估表現及分配資源。截至2020年及2019年12月31日止3個月及9個月，本集團專注於在香港及中國提供室內裝潢解決方案。由於董事將本集團的業務視為單一經營分部並相應審閱綜合財務資料，故就資源分配及表現評估而言，向主要經營決策者呈報的資料側重於本集團的整體經營業績。本集團主要於香港經營業務並自2018年5月在中國開展業務。來自於中國客戶的收入亦與提供室內裝潢解決方案有關，及其呈報地理分部資料列示如下：

地理資料

客戶的地理位置乃基於提供服務的位置。本集團之經營及人力主要位於香港及中國。下表載列本集團來自外部客戶的收入分析。

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
161,174	125,801	457,473	444,106
2,264	8,710	7,539	37,799
163,438	134,511	465,012	481,905

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION 未經審核簡明綜合財務資料附註

3. REVENUE AND SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from customers contributing over 10% of the Group's total revenue are set out below.

Customer A	客戶 A
Customer B	客戶 B
Customer C	客戶 C

Note: The corresponding revenue did not contribute over 10% of the Group's total revenue.

4. OTHER INCOME

Government subsidies (Note)	政府補貼 (附註)
-----------------------------	-----------

Note: The HKSAR Government has launched the "Employment Support Scheme" to provide time-limited financial support to eligible employers to retain their employees due to the adverse situation of COVID-19 in Hong Kong.

3. 收入及分部資料 (續)

主要客戶資料

來自佔本集團總收入超過10%的客戶的收入載列如下。

		Unaudited 未經審核	
		Nine months ended 31 December 截至12月31日止9個月	
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Customer A	客戶 A	109,162	N/A (Note) 不適用 (附註)
Customer B	客戶 B	100,997	N/A (Note) 不適用 (附註)
Customer C	客戶 C	N/A (Note) 不適用 (附註)	57,463

附註：相應收入不超過本集團總收入之10%。

4. 其他收入

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
1,242	-	3,725	-

附註：香港特別行政區政府已推出「保就業」計劃，向合資格僱主提供有時限的財政支援，以助僱主在香港面對2019冠狀病毒病的嚴峻形勢中繼續聘用僱員。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

5. EXPENSES BY NATURE

The Group's profits for the three months and nine months ended 31 December 2020 and 2019 are stated after charging the following cost of sales and administrative expenses:

5. 按性質劃分的開支

本集團截至2020年及2019年12月31日止3個月及9個月的溢利經扣除以下銷售成本及行政開支後，載列如下：

		Unaudited 未經審核			
		Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Subcontracting charges	分包費用	144,268	107,314	398,360	406,383
Staff costs (Note 8)	員工成本 (附註8)	11,037	11,977	32,842	31,298
Cleaning expenses	清潔費用	660	1,976	5,595	6,908
Insurance expenses	保險開支	496	1,282	3,145	2,863
Security expenses	保安開支	3	351	310	361
Operating lease payments	經營租賃付款	3	37	9	70
Auditor's remuneration	核數師薪酬	331	62	1,149	893
Depreciation on right-of-use assets	使用權資產之折舊	778	646	2,244	1,929
Depreciation on property, plant and equipment	物業、廠房及設備之折舊	275	305	835	872
Amortisation of intangible assets	無形資產攤銷	44	48	131	169
Legal and professional fees	法律及專業費用	2,929	909	6,740	3,951
Other expenses	其他開支	1,138	2,567	3,717	4,568
Total cost of sales and administrative expenses	銷售成本及行政開支總額	161,962	127,474	455,077	460,265

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL INFORMATION
未經審核簡明綜合財務資料附註

**6. IMPAIRMENT LOSSES REVERSED/
(RECOGNISED) ON FINANCIAL ASSETS**

Impairment losses reversed/ (recognised) in respect of:	就以下款項撥回/ (確認)之減值虧損:
- Trade receivables	- 貿易應收款
- Contract assets	- 合約資產

6. 金融資產減值虧損撥回/(確認)

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
1,343	-	(455)	(1,931)
14	-	270	-
1,357	-	(185)	(1,931)

7. FINANCE INCOME/(COSTS) – NET

Interest income from bank deposits	銀行存款利息收入
Bank interest expense on bank borrowings	銀行借款之銀行 利息開支
Interest expense on lease liabilities	租賃負債之利息開支

7. 財務收入/(成本) – 淨額

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
21	137	90	168
-	(6)	-	(49)
(74)	(77)	(210)	(229)
(53)	54	(120)	(110)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL INFORMATION
未經審核簡明綜合財務資料附註

8. STAFF COSTS, INCLUDING
DIRECTORS' EMOLUMENTS

Salaries, bonuses and allowances 薪金、花紅及津貼
Retirement benefits contributions 退休福利供款

8. 員工成本（包括董事酬金）

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
10,659	11,472	31,739	30,139
378	505	1,103	1,159
11,037	11,977	32,842	31,298

9. INCOME TAX EXPENSE

Current income tax 即期所得稅
– Hong Kong profits tax – 香港利得稅
– PRC enterprise income tax – 中國企業所得稅
Deferred tax 遞延稅項

9. 所得稅開支

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
736	951	3,426	3,451
(61)	516	41	1,429
(42)	78	(56)	(385)
633	1,545	3,411	4,495

9. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Pursuant to the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong profits tax of Sanbase Interior Contracting Limited is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at the rate of 16.5% on the estimated assessable profits above HK\$2 million for the period.

Under the Law of the PRC on enterprise income tax (“**EIT**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% (2019: 25%).

No provision for income tax in other jurisdictions has been made as the Group had no assessable profit in other jurisdictions during the period.

9. 所得稅開支 (續)

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，引入兩級利得稅稅率制度。條例草案於2018年3月28日簽署成為法律，並於翌日刊登憲報。根據兩級利得稅稅率制度，合資格集團實體的首2百萬港元應課稅溢利將按8.25%的稅率徵稅，而超過2百萬港元的應課稅溢利則按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的集團實體之應課稅溢利將繼續沿用16.5%的統一稅率徵稅。

故此，本期間誠和樂有限公司之香港利得稅乃按估計應課稅溢利的首2百萬港元以8.25%的稅率計算，超過2百萬港元的估計應課稅溢利按16.5%的稅率計算。

根據中國企業所得稅法(「**企業所得稅**」)及企業所得稅法實施條例，中國附屬公司之稅率為25%(2019年：25%)。

本集團於本期間在其他司法權區並無取得應課稅溢利，故無就其他司法權區的所得稅作出撥備。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

10. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue less the total number of shares held under share award scheme during the three months and nine months ended 31 December 2020 and 2019.

Profit attributable to owners of the Company	本公司擁有人應佔溢利
Weighted average number of ordinary shares in issue less shares held under share award scheme ('000)	已發行普通股的權平均數減股份獎勵計劃下所持股份(千股)
Basic earnings per ordinary share (HK cents)	每股普通股基本盈利(港仙)

(b) Diluted

There were no outstanding share options as at 31 December 2020 and 2019 and have no potential dilutive ordinary share in issue. Accordingly, diluted earnings per share is equal to basic earnings per share.

11. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months and nine months ended 31 December 2020 and 2019.

10. 每股盈利

(a) 基本

每股基本盈利乃按截至2020年及2019年12月31日止3個月及9個月本公司擁有人應佔溢利除以已發行普通股的加權平均數減股份獎勵計劃下所持股份總數計算。

Unaudited 未經審核

Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
1,975	5,634	8,810	10,225
<u>197,944</u>	<u>197,944</u>	<u>197,944</u>	<u>197,944</u>
<u>1.00</u>	<u>2.85</u>	<u>4.45</u>	<u>5.17</u>

(b) 攤薄

於2020年及2019年12月31日，概無尚未行使之購股權及並無已發行之潛在可攤薄普通股。因此，每股攤薄盈利與每股基本盈利相同。

11. 股息

董事不建議就截至2020年及2019年12月31日止3個月及9個月派付中期股息。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

12. RELATED PARTIES TRANSACTIONS

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the three months and nine months ended 31 December 2020 and 2019.

Compensation of key management

Key management includes executives of the Group. The compensation paid or payable to key management for employee services is shown below:

Salaries, bonuses and allowances	薪金、花紅及津貼
Retirement benefits contributions	退休福利供款

12. 關聯方交易

下文概述本集團與其關聯方截至2020年及2019年12月31日止3個月及9個月在日常業務過程中進行的重大交易。

主要管理人員薪酬

主要管理人員包括本集團行政人員。就僱員服務已付或應付主要管理人員的薪酬如下所示：

Unaudited 未經審核			
Three months ended 31 December 截至12月31日止3個月		Nine months ended 31 December 截至12月31日止9個月	
2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
2,010	1,410	6,030	4,230
18	14	54	41
2,028	1,424	6,084	4,271

13. CONTINGENT LIABILITIES

The Group had the following contingent liabilities not provided:

Surety bonds	履約保證
--------------	------

As at 31 December 2020, the Group provided guarantees of surety bonds in respect of 4 (31 March 2020: 4) construction contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

13. 或有負債

本集團未作出撥備的或有負債如下：

Unaudited 未經審核	Audited 經審核
As at 31 December 2020 於2020年 12月31日 HK\$'000 千港元	As at 31 March 2020 於2020年 3月31日 HK\$'000 千港元
5,966	7,084

於2020年12月31日，本集團已就本集團日常業務過程中的四（2020年3月31日：四）份建築合約提供履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

The Group is an interior fit-out solutions provider focusing on providing services to clients whose offices are predominately situated in Grade A offices in Hong Kong and the PRC. Our role in these fit-out projects entails the overall project management, coordination and implementation of fit-out projects by engaging subcontractors from different trades for their services and labour, providing expertise such as controlling the quality aspects of the projects and carrying out corresponding project management.

Our projects can be broadly categorised into (i) bare shell fit-out which is undertaken in the interior space of a vacant premise having basic flooring and plastered walls; (ii) restacking which involve upgrading and re-planning and providing modification work to the existing interior structure of the premise; (iii) reinstatement which involves demolishing any additional moveable structure that were installed by the existing tenant; (iv) design; (v) churn works; and (vi) maintenance and others which involve providing minor repairs and general builder's maintenance work to the tenant's office facilities, pest control and emergency call services, project management services and mechanical, electrical and plumbing (“MEP”) consultancy services.

During the nine months ended 31 December 2020 (the “**Current Period**”), the Group recorded a slight decrease in revenue of 3.5% to HK\$465.0 million from HK\$481.9 million for the nine months ended 31 December 2019 (the “**Previous Period**”). The decrease was mainly attributable to the revenue contributed from restacking and churn works were able to mostly offset the decrease in revenue from the business of bare shell fit-out. The Group's gross profit decreased to HK\$36.7 million for the Current Period from HK\$45.7 million for the Previous Period, representing a decrease of 19.6%, which was mainly due to the fact that the Group intentionally boosted its winning chance with a lower tendering price, and therefore, profit margins of certain projects have declined.

The Group's profit attributable to owners of the Company decreased by 13.8% to HK\$8.8 million for the Current Period from HK\$10.2 million for the Previous Period.

業務回顧

本集團為室內裝潢解決方案供應商，專注為辦公室主要位於香港及中國甲級寫字樓的客戶提供服務。我們在該等裝潢項目中的角色涉及通過聘用不同行業的分判商提供服務及勞動力對裝潢項目進行整體項目管理、協調及實施，並提供項目品質控制以及相應的項目管理等方面的專業知識。

我們的項目大致可分為以下幾類：(i) 毛坯房裝潢，該等項目在鋪有地板及牆壁已批灰的空置物業室內空間進行；(ii) 重裝，涉及物業現有內部結構的升級、重新規劃及提供改裝工程；(iii) 還原，涉及拆除現有租戶安裝的任何額外可移除結構；(iv) 設計；(v) 零碎工程；及(vi) 保養及其他，涉及提供小型維修及對租戶的辦公設施進行一般建築工人保養工作、害蟲防治及緊急呼叫服務、項目管理服務以及機械、電力及管道（「**機械、電力及管道**」）諮詢服務。

本集團的收入由截至2019年12月31日止9個月（「**去年同期**」）的約481.9百萬港元輕微下跌3.5%至截至2020年12月31日止9個月（「**本期間**」）的465.0百萬港元。該減少主要是由於重裝及零碎工程貢獻的收入幾乎完全被毛坯房裝潢的收入減少所抵銷。本集團的毛利由去年同期的45.7百萬港元減少19.6%至本期間的36.7百萬港元，主要是由於本集團主動降低招標造價以提高中標機會。因此，部分項目的利潤率有所下降。

本公司擁有人應佔本集團溢利由去年同期的10.2百萬港元減少13.8%至本期間的8.8百萬港元。

OUTLOOK

Heading into 2021, the disruption brought by COVID-19 still lingers, but with the rollout of the mass vaccination programme, there is the hope that the pandemic could be brought under control, and the Hong Kong economy could soon achieve a gradual recovery. The Savills Hong Kong stated in its recent report that cross-border traffic could recommence progressively by mid-2021 if the pandemic could be put under control for a sustained period, and that would in turn, stimulate a rebound in Grade A offices rent rates as a result of the drop of the vacancy rate, as well as the demand for bare shell fit-out services. Furthermore, the Group's fit-out services have proved to be essential to different kinds of interior fit-out needs such as reducing office area, rezoning, changing use and rescaling of office partitions and interior minor works. Such inelastic demand should be able to provide a downside protection to the Group's business.

It is also worth noting that various multinational enterprises have already seized the opportunity from rental adjustment and undertook more or bigger Grade A offices, which implies that the current rent rates have decreased to an attractive level. After observing such development, the Group believes that there will be an increasing number of companies to rent the Grade A offices, further bolstering the Group's business growth.

Until the macro uncertainties are lifted, the Group will continue to place a strong emphasis on solidifying its core businesses, while exploring suitable opportunities which will lay the foundation to increase its market share once the economy begins to recover. The Group will look to strengthen the collaboration with existing clients, provide more interior fit-out related services to commercial properties, and explore the opportunity of working with the property management companies and other real estate developers to boost organic growth. Meanwhile, the Group will endeavour to optimize the current selection of sub-contractors, by optimizing its sub-contractor portfolio with best-in-class services and competitive price offerings, all in the hope to create a healthy and mutually-beneficial industry environment.

In view of the continuing pandemic and various market risk factors, the Group is proactively considering the future development of its recently acquired financing business, while making suitable adjustments based on both internal and macro factors. In the long run, fit-out services will stand as the crucial pillar of the Group, and we endeavour to drive improvement across our business portfolio in order to create a prosperous return for our shareholders.

展望

踏入2021年，新冠肺炎疫情對香港的影響仍然持續，不過隨著疫苗即將普及，疫情受到控制，香港經濟可望漸見曙光。第一太平戴維斯的報告指出，假如疫情持續受控，跨境往來預期在年中恢復，屆時甲級寫字樓空置率將會降低且租金水平有望回升，刺激毛坯房裝潢業務需求。而且，目前不論是企業縮減辦公室規模、改動房間間隔、改變用途，辦公室隔斷的重新調整以至進行室內小型工程，都會衍生對本集團裝潢服務的需求，印證集團的業務具有一定防守性。

值得注意的是，近期已經有跨國企業把握租金調整的機會，承租更多甲級寫字樓，意味租金已經回落至吸引水平。相信未來數月或會有更多企業願意承租甲級寫字樓，帶動集團整體業務發展。

在宏觀不確定因素消退之前，本集團將繼續致力強化核心業務，物色更多機遇，務求在經濟重拾增長之時，搶佔更大的市場份額。本集團會與現有客戶商討擴大合作範圍，為更多商用物業提供與裝潢相關的服務，以及探索與其他物業管理公司及發展商的合作機會，進一步促進內生增長。同時，本集團會繼續完善次承判商組合，在維持施工質量及促進行業健康發展的情況下，物色定價更具競爭力的次承判商，持續加強成本端的控制。

至於新收購的融資業務，鑑於香港疫情持續以及多項市場風險因素，本集團正積極探討推展業務的方向，並會按內部及宏觀因素適時作出調整。長遠而言，裝潢服務仍然是本集團的發展重心，我們期望完善現有業務的各個範疇，為股東創造更豐厚的回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCE REVIEW

Revenue

The Group's revenue is principally generated from (i) bare shell fit-out; (ii) restacking; (iii) reinstatement; (iv) design; (v) churn works; and (vi) maintenance and others. During the Current Period, the Group's revenue slightly decreased by 3.5% to HK\$465.0 million (Previous Period: HK\$481.9 million). The decrease was mainly attributable to the revenue contributed from restacking and churn works were able to mostly offset the decrease in revenue from the business of bare shell fit-out.

The following table sets forth a breakdown of the Group's revenue by project types for the nine months ended 31 December 2020 and 2019:

財務回顧

收入

本集團的收入主要來自(i)毛坯房裝潢；(ii)重裝；(iii)還原；(iv)設計；(v)零碎工程；及(vi)保養及其他。於本期間，本集團的收入輕微下跌3.5%至465.0百萬港元（去年同期：481.9百萬港元）。該減少主要是由於重裝及零碎工程貢獻的收入幾乎完全被毛坯房裝潢的收入減少所抵銷。

下表載列本集團截至2020年及2019年12月31日止9個月按項目類型劃分的收入明細：

		Unaudited 未經審核 Nine months ended 31 December 截至12月31日止9個月			
Project type		2020 2020年		2019 2019年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Bare shell fit-out	毛坯房裝潢	247,877	53.3	407,099	84.5
Restacking	重裝	186,509	40.1	40,088	8.3
Reinstatement	還原	12,106	2.6	16,938	3.5
Design	設計	1,022	0.2	5,127	1.1
Churn works	零碎工程	16,445	3.6	11,387	2.4
Maintenance and others	保養及其他	1,053	0.2	1,266	0.2
Total	總計	465,012	100.0	481,905	100.0

As shown in above table, our bare shell fit-out contributed to 53.3% and 84.5% of the Group's total revenue for the nine months ended 31 December 2020 and 2019 respectively. Revenue from bare shell fit-out decreased to HK\$247.9 million for the Current Period from HK\$407.1 million for the Previous Period, representing a decrease of 39.1%. Meanwhile, revenue from restacking increased to HK\$186.5 million for the Current Period from HK\$40.1 million for the Previous Period, representing an increase of 3.65 times.

From 1 April 2020 and up to the date of this quarterly report, we were newly awarded a total of 24 bare shell fit-out projects with a total project sum of HK\$176.9 million.

如上表所示，截至2020年及2019年12月31日止9個月，我們的毛坯房裝潢貢獻的收入分別佔本集團總收入的53.3%及84.5%。毛坯房裝潢產生的收入由去年同期的407.1百萬港元減少39.1%至本期間的247.9百萬港元。與此同時，重裝產生的收入由去年同期的40.1百萬港元增長3.65倍至本期間的186.5百萬港元。

自2020年4月1日起直至本季度報告日期，我們共獲得24個新的毛坯房裝潢項目，項目總額為176.9百萬港元。

FINANCE REVIEW (Continued)

Cost of sales and Direct margin

The Group's cost of sales mainly comprised subcontracting charges and staff costs. The decrease in cost of sales from HK\$436.2 million for the Previous Period to HK\$428.3 million for the Current Period, representing a decrease of 1.8%.

Defined as revenue less subcontracting costs, cleaning expenses, insurance expenses and security expenses, direct margin of the Group indicates the overall project profitability before taking into account of other fixed costs. The following table sets forth the breakdown of the Group's direct margin by project types for the nine months ended 31 December 2020 and 2019:

財務回顧 (續)

銷售成本及直接利潤

本集團的銷售成本主要包括分包費用及員工成本。銷售成本由去年同期的436.2百萬港元減少1.8%至本期間的428.3百萬港元。

本集團直接利潤定義為收入減分包成本、清潔費用、保險開支及保安開支，乃未計及其他固定成本的整體項目盈利情況。下表載列本集團截至2020年及2019年12月31日止9個月按項目類型劃分的直接利潤明細：

		Unaudited 未經審核			
		Nine months ended 31 December 截至12月31日止9個月			
Project type 項目類型		2020 2020年	% of revenue 佔收入 百分比	2019 2019年	% of revenue 佔收入 百分比
		HK\$'000 千港元		HK\$'000 千港元	
Bare shell fit-out 毛坯房裝潢		30,974	12.5	49,350	12.1
Restacking 重裝		23,792	12.8	5,328	13.3
Reinstatement 還原		74	0.6	981	5.8
Design 設計		858	84.0	3,480	67.9
Churn works 零碎工程		2,187	13.3	5,125	45.0
Maintenance and others 保養及其他		143	13.6	967	76.4
Total	總計	58,028	12.5	65,231	13.5

The Group's overall direct margin decreased to HK\$58.0 million for the Current Period from HK\$65.2 million for the Previous Period. Such decrease in the direct margin was primarily due to the increase of direct margin for restacking to HK\$23.8 million offset by the decrease of bare shell fit-out, design and churn works for the Current Period.

本集團的整體直接利潤由去年同期的65.2百萬港元減少至本期間的58.0百萬港元。直接利潤之減少主要是由於重裝於本期間產生的直接利潤增加至23.8百萬港元被毛坯房裝潢、設計及零碎工程產生的直接利潤減少所抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCE REVIEW (Continued)

Other income

The Group's other income amounted to HK\$3.7 million for the Current Period (Previous Period: Nil) as a result of the government subsidies received from the HKSAR government under the "Employment Support Scheme" that provides time-limited financial support to eligible employers to retain their employees due to the adverse situation of COVID-19 in Hong Kong.

Administrative expenses

The Group's administrative expenses amounted to HK\$26.8 million for the Current Period, representing an increase of HK\$2.7 million or 11.4% as compared to that of HK\$24.1 million for the Previous Period. Such increase was primarily attributable to an increase in staff cost and legal and professional fee.

Finance costs

The Group's finance costs for the Current Period mainly comprise interest on the lease liabilities after the coming into effect of HKFRS 16. Finance costs decreased to HK\$0.2 million for the Current Period from HK\$0.3 million for the Previous Period.

Income tax expense

The Group's income tax expense for the Current Period was HK\$3.4 million, representing a decrease of HK\$1.1 million, as compared to HK\$4.5 million for the Previous Period.

Profit for the period

The Group's profit for the period decreased to HK\$9.9 million for the Current Period from HK\$15.1 million for the Previous Period.

Profit attributable to owners of the Company

Profit attributable to owners of the Company amounted to HK\$8.8 million for the Current Period, representing a decrease of HK\$1.4 million, as compared with HK\$10.2 million for the Previous Period.

財務回顧 (續)

其他收入

本集團於本期間的其他收入為3.7百萬港元(去年同期:零),乃因從香港特區政府的「保就業」計劃所獲得的政府補貼,該計劃向合資格僱主提供有時限的財政支援,以助僱主在香港面對2019冠狀病毒病的嚴峻形勢中繼續聘用僱員。

行政開支

本集團於本期間的行政開支為26.8百萬港元,較去年同期24.1百萬港元相比增加2.7百萬港元或11.4%。該增加主要由於員工成本及法律及專業費用的增加。

財務成本

本集團於本期間的財務成本主要包括香港財務報告準則第16號生效後帶來的租賃負債利息。財務成本由去年同期的0.3百萬港元減少至本期間的0.2百萬港元。

所得稅開支

本集團於本期間的所得稅開支為3.4百萬港元,較去年同期的4.5百萬港元減少了1.1百萬港元。

本期間溢利

本集團的本期間溢利由去年同期的15.1百萬港元減少至本期間的9.9百萬港元。

本公司擁有人應佔溢利

本公司本期間擁有人應佔溢利為8.8百萬港元,較去年同期的10.2百萬港元減少了1.4百萬港元。

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the Current Period, the Group financed its operation by its internal resources. As at 31 December 2020, the Group had net current assets of HK\$134.7 million (31 March 2020: HK\$128.2 million), including cash and cash equivalents balances of HK\$111.2 million (31 March 2020: HK\$120.3 million) mainly denominated in Hong Kong dollars.

The current ratio, being the ratio of current assets to current liabilities, was 1.7 times as at 31 December 2020 (31 March 2020: 1.6 times). The gearing ratio of the Group as at 31 December 2020 was zero (31 March 2020: zero). The gearing ratio is calculated as total debt divided by total equity as at the respective period end.

There has been no change in capital structure of the Company as at 31 December 2020. The equity attributable to owners of the Company amounted to HK\$151.0 million as at 31 December 2020 (31 March 2020: HK\$141.8 million).

The Group does not have any exposure to fluctuations in exchange rates and any related hedges.

PLEDGE OF ASSETS

As at 31 December 2020 and 31 March 2020, the Group had not pledged any assets to secure bank facilities or finance lease obligation.

CAPITAL COMMITMENTS

As at 31 December 2020 and 31 March 2020, the Group had no capital commitment.

流動資金、財務資源、資產負債比率及資本結構

於本期間內，本集團透過內部資源為其營運提供資金。於2020年12月31日，本集團的流動資產淨值為134.7百萬港元（2020年3月31日：128.2百萬港元），包括現金及現金等價物結餘111.2百萬港元（2020年3月31日：120.3百萬港元），主要以港元計值。

於2020年12月31日，流動比率（即流動資產與流動負債之比）為1.7倍（2020年3月31日：1.6倍）。本集團於2020年12月31日的資產負債比率為零（2020年3月31日：零）。資產負債比率按各期末的負債總額除以權益總額計算。

本公司於2020年12月31日的資本結構並無發生變化。於2020年12月31日，本公司擁有人應佔權益為151.0百萬港元（2020年3月31日：141.8百萬港元）。

本集團並無任何匯率波動風險及任何相關對沖。

資產抵押

於2020年12月31日及2020年3月31日，本集團並無抵押任何資產以獲取銀行融資或融資租賃承擔。

資本承擔

於2020年12月31日及2020年3月31日，本集團並無資本承擔。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

On 14 February 2020, a wholly-owned subsidiary of the Company entered into an agreement in relation to the acquisition (“**Acquisition**”) of the entire issued share capital of Yu Rong Capital Limited, a company incorporated in Hong Kong having a license under the Money Lenders Ordinance (Cap 163 of the Laws of Hong Kong), for a consideration of HK\$2.55 million and the Acquisition was completed on 1 June 2020. For details, please refer to the announcements of the Company dated 14 February 2020 and 1 June 2020 respectively.

Save for those disclosed in this report, there was no significant investment held by the Group, nor was there other material acquisition or disposal of subsidiaries by the Group during the nine months ended 31 December 2020.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group provided guarantees of surety bonds of HK\$6.0 million (31 March 2020: HK\$7.1 million) in respect of 4 (31 March 2020: 4) construction contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

HUMAN RESOURCES MANAGEMENT

As at 31 December 2020, the Group had a total of 88 (31 March 2020: 94) employees. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group’s results and individual performance.

重大投資、重大收購及出售附屬公司及聯屬公司

於2020年2月14日，本公司之全資附屬公司訂立了一份協議，內容有關收購譽榮財資有限公司（一家於香港註冊成立且根據香港法例第163章放債人條例持有牌照的公司）的全部已發行股本（「收購事項」），代價為2.55百萬港元。該收購事項已於2020年6月1日完成。有關詳情，請參閱本公司日期分別為2020年2月14日及2020年6月1日之公告。

除本報告所披露者外，截至2020年12月31日止九個月，本集團並無持有任何重大投資，本集團亦無其他重大收購或出售附屬公司。

或有負債

於2020年12月31日，本集團就本集團日常業務過程中的四（2020年3月31日：四）份建築合約提供6.0百萬港元（2020年3月31日：7.1百萬港元）的履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

人力資源管理

於2020年12月31日，本集團共有88（2020年3月31日：94）名員工。為確保本集團有能力吸引及挽留表現優秀的員工，我們定期檢討薪酬待遇。此外，我們亦參考本集團的業績及個人表現向合資格僱員發放酌情花紅。

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

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.68 of the GEM Listing Rules relating to the securities transactions by the directors were as follows:

(A) Long Position in the Company's Shares

Name of Directors/ chief executive	Capacity/ nature of interest
董事／最高行政人員姓名	身份／權益性質
Mr. Wong Sai Chuen 王世存先生	Interest in a controlled corporation 受控法團權益
Ms. Hui Man Yee, Maggie 許曼怡女士	Interest of spouse 配偶權益
Mr. Wong Kin Kei 黃健基先生	Interest in a controlled corporation 受控法團權益

Notes:

- Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under the SFO.
- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in the 112,500,000 Shares held by him, through his controlled incorporation, Madison Square International Investment Limited, pursuant to the SFO.
- Shares in which Mr. Wong Kin Kei is interested in consist of 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under the SFO.

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉

於2020年12月31日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須登記由本公司存置之登記冊內的權益及淡倉或根據有關董事進行證券交易的GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所的權益及淡倉，如下：

(A) 於本公司股份的好倉

Number of issued shares held/ interested in	Percentage of the issued share capital
所持／擁有權益的 已發行股份數目	佔已發行 股本百分比
112,500,000 (Note 1)	56.25%
112,500,000 (Note 2)	56.25%
37,500,000 (Note 3)	18.75%

附註：

- 王世存先生擁有權益的股份包括世曼有限公司（一家由王先生全資擁有的公司，根據證券及期貨條例，王世存先生被視為於其中擁有權益）持有的112,500,000股股份。
- 根據證券及期貨條例，許曼怡女士（王世存先生的配偶）被視為於王先生透過其受控法團世曼有限公司持有的112,500,000股股份中擁有權益。
- 黃健基先生擁有權益的股份包括旭傑有限公司（一家由黃健基先生全資擁有的公司，根據證券及期貨條例，黃健基先生被視為於其中擁有權益）持有的37,500,000股股份。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

(B) Long Position in the Shares of associated corporations

(B) 於相聯法團股份的好倉

Name of Directors/ chief executive	Name of associated corporation	Capacity/ nature of interest	Number of issued shares held/ interested in 所持/ 擁有權益的 已發行 股份數目	Percentage of shareholding
董事／最高行政人員姓名	相聯法團名稱	身份／權益性質	股份數目	持股百分比
Mr. Wong Sai Chuen 王世存先生	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Beneficial owner 實益擁有人	37,500	100%
Ms. Hui Man Yee, Maggie (Note 1) 許曼怡女士(附註1)	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Interest of spouse 配偶權益	37,500	100%
Mr. Wong Kin Kei 黃健基先生	J&J Partner Investment Group Limited (Note 3) 旭傑有限公司(附註3)	Beneficial owner 實益擁有人	12,500	100%

Notes:

- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in Mr. Wong Sai Chuen's interest in Madison Square International Investment Limited, pursuant to the SFO.
- Under the SFO, a holding company of listed corporation is regarded as an "associated corporation". Madison Square International Investment Limited held 56.25% of our issued share capital and thus was our associated corporation.
- Under the SFO, a holding company of listed corporation is regarded as an "associated corporation". J&J Partner Investment Group Limited held 18.75% of our issued share capital and thus was our associated corporation.

附註:

- 許曼怡女士乃王世存先生的配偶，根據證券及期貨條例，被視為於王世存先生於世曼有限公司的權益中擁有權益。
- 根據證券及期貨條例，上市法團的控股公司被視作「相聯法團」。世曼有限公司持有本公司已發行股本的56.25%，故為本公司的相聯法團。
- 根據證券及期貨條例，上市法團的控股公司被視作「相聯法團」。旭傑有限公司持有本公司已發行股本的18.75%，故為本公司的相聯法團。

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company nor their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO.

除上文所披露者外，於2020年12月31日，概無本公司董事及最高行政人員或彼等之緊密聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例）的任何股份、相關股份及債券中擁有任何權益或淡倉。

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

As at 31 December 2020, so far as known to the Directors, the particulars of the corporate or persons (other than a Director or the chief executive of the Company) which had 5% or more interests and short positions in the shares and the underlying shares of the Company as recorded in the register kept pursuant to section 336 of the SFO were as follows:

Long Position in the Company's Shares

Name of Shareholders	Capacity/ nature of interest	Number of issued shares held/ interested in	Percentage of shareholding
股東姓名	身份／權益性質	所持／擁有權益的 已發行股份數目	持股百分比
Madison Square International Investment Limited (Note 1) 世曼有限公司(附註1)	Beneficial owner 實益擁有人	112,500,000	56.25%
Mr. Wong Sai Chuen (Note 1) 王世存先生(附註1)	Interest in a controlled corporation 受控法團權益	112,500,000	56.25%
Ms. Hui Man Yee, Maggie (Note 2) 許曼怡女士(附註2)	Interest of spouse 配偶權益	112,500,000	56.25%
J&J Partner Investment Group Limited (Note 3) 旭傑有限公司(附註3)	Beneficial owner 實益擁有人	37,500,000	18.75%
Mr. Wong Kin Kei (Note 3) 黃健基先生(附註3)	Interest in a controlled corporation 受控法團權益	37,500,000	18.75%
Ms. Ho Sin Ying (Note 4) 何倩瑩女士(附註4)	Interest of spouse 配偶權益	37,500,000	18.75%

Notes:

- Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under the SFO.
- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in the 112,500,000 Shares held by him, through his controlled corporation, Madison Square International Investment Limited, pursuant to the SFO.
- Shares in which Mr. Wong Kin Kei is interested in consist of 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under the SFO.
- Ms. Ho Sin Ying, the spouse of Mr. Wong Kin Kei, is deemed to be interested in the 37,500,000 Shares held by him, through his controlled corporation, J&J Partner Investment Group Limited, pursuant to the SFO.

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2020年12月31日，據董事所知，根據證券及期貨條例第336條存置的登記冊所記錄擁有本公司股份及相關股份5%或以上權益及淡倉的法團或人士（本公司董事或最高行政人員除外）詳情如下：

於本公司股份的好倉

Number of issued shares held/ interested in	Percentage of shareholding
所持／擁有權益的 已發行股份數目	持股百分比
112,500,000	56.25%
112,500,000	56.25%
112,500,000	56.25%
37,500,000	18.75%
37,500,000	18.75%
37,500,000	18.75%

附註：

- 王世存先生擁有權益的股份包括世曼有限公司（一家由王先生全資擁有的公司，根據證券及期貨條例，王世存先生被視為於其中擁有權益）持有的112,500,000股股份。
- 根據證券及期貨條例，許曼怡女士（王世存先生的配偶）被視為於王先生透過其受控法團世曼有限公司持有的112,500,000股股份中擁有權益。
- 黃健基先生擁有權益的股份包括旭傑有限公司（一家由黃健基先生全資擁有的公司，根據證券及期貨條例，黃健基先生被視為於其中擁有權益）持有的37,500,000股股份。
- 根據證券及期貨條例，何倩瑩女士（黃健基先生的配偶）被視為於黃健基先生透過其受控法團旭傑有限公司持有的37,500,000股股份中擁有權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Save as disclosed above, as at 31 December 2020, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this quarterly report, at no time during the nine months ended 31 December 2020 was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to an arrangement that would enable the Directors or their close associates to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

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

Save for the purchase of Shares by the trustee through on-market transactions at prevailing market price as stipulated under the Share Award Scheme (as defined hereinafter), neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Current Period.

INTEREST IN COMPETING BUSINESS

None of the Directors and Controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) are engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest with the Group which any such person has or may have with the Group during the Current Period.

SHARE OPTION SCHEME

On 8 December 2017, the Company adopted the share option scheme (the "Share Option Scheme"), which falls within the ambit of, and is subject to, the regulations under Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensating them through the grant of options for their contribution to the growth and profits of the Group, and to allow such employees, Directors and other persons to participate in the growth and profitability of the Group.

除上文所披露者外，於2020年12月31日，概無任何人士（本公司董事或最高行政人員除外）曾知會本公司，其於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須記錄在本公司存置的登記冊內的權益或淡倉。

董事購買股份或債券的權利

除本季度報告所披露者外，截至2020年12月31日止9個月內，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事或彼等緊密聯繫人藉收購本公司或任何其他法團的股份或債券而獲益。

購買、出售或贖回本公司的上市證券

除受託人透過根據股份獎勵計劃（定義見下文）所訂明之現行市價而進行的場內交易購買股份外，於本期間內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司的上市證券。

於競爭業務中的權益

於本期間內，概無董事及控股股東或任何彼等各自之緊密聯繫人（定義見GEM上市規則）從事與本集團業務直接或間接構成競爭或可能構成競爭或與本集團有任何其他利益衝突的任何業務，亦不知悉任何該等人士與可能或與本集團具有任何其他利益衝突。

購股權計劃

於2017年12月8日，本公司採納的購股權計劃（「購股權計劃」）符合GEM上市規則第23章項下規定的範圍，並須遵守該等規定。購股權計劃旨在吸引、挽留及鼓勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團增長及溢利作出貢獻，以及讓該等僱員、董事及其他人士分享本集團的增長及盈利。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

Qualified participants of the Share Option Scheme include directors (including executive, non-executive and independent non-executive Directors) and employees (whether full-time or part-time) of the Company or any of its subsidiaries or any other person who in the absolute discretion of the Board has contributed or will contribute to the Group.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme is 20,000,000 Shares, representing approximately 10% of the total issued share capital of the Company as at the date of this quarterly report.

The total number of Shares issued and to be issued upon the exercise of the options granted to or to be granted to each eligible person under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue.

The offer of a grant of share options under the Share Option Scheme may be accepted upon payment of a consideration of HK\$1 by the grantee.

The Share Option Scheme will remain in force for a period of 10 years commencing on 8 December 2017 and the options granted have a 10-year exercise period. Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules.

The exercise price of share options under the Share Option Scheme is determined by the Board, but shall not be less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

A summary of the terms of the Share Option Scheme has been set out in the section headed “E. Share Option Scheme” in Appendix IV of the prospectus of the Company dated 18 December 2017.

購股權計劃的合資格參與者包括本公司或其任何附屬公司的董事（包括執行董事、非執行董事及獨立非執行董事）及僱員（不論全職或兼職）或董事會全權酌情考慮對本集團已作出或將作出貢獻的任何其他人士。

根據購股權計劃將予授出的所有購股權獲行使而可發行的股份總數為20,000,000股，佔於本季度報告日期本公司全部已發行股本約10%。

於任何12個月期間，根據購股權計劃行使授予或將授予各合資格人士的購股權（包括已行使、已註銷及未行使的購股權）而發行及將予發行的股份總數不得超過已發行股份的1%。

根據購股權計劃授出購股權的要約在承授人支付1港元代價後被接納。

購股權計劃將於2017年12月8日起計十年內有效且已授出之購股權行使期為十年。購股權可於董事會全權酌情釐定的期間歸屬，惟須遵守任何適用法律、規例或法規的規定。

購股權計劃下購股權的行使價由董事會釐定，但不得低於以下最高者(i)股份於授出日期（必須為營業日）在聯交所每日報價表所示的股份收市價；(ii)於緊接授出日期前五個營業日在聯交所每日報價表所示的股份平均收市價；及(iii)股份面值。

購股權計劃之條款概要載於本公司日期為2017年12月18日的招股書附錄四「E. 購股權計劃」一節。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

No share options have been granted under the Share Option Scheme since its adoption and up to the date of this quarterly report.

SHARE AWARD SCHEME

On 16 October 2018, the Board approved the adoption of the share award scheme (the “**Share Award Scheme**”) with immediate effect, pursuant to which all eligible persons will be entitled to participate. The purpose of the Share Award Scheme is to recognise the contributions by certain eligible persons and provided them with incentives in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

The total number of shares which may be granted under the Share Award Scheme is 2,056,000, representing approximately 1.03% of the total issued share capital of the Company as at the date of this quarterly report.

A summary of the terms of the Share Award Scheme has been set out in the announcement of the Company dated 16 October 2018.

No shares have been granted under the Share Award Scheme since its adoption and up to the date of this quarterly report.

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”). Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standards set out in the Model Code throughout the nine months ended 31 December 2020.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to adopting a high standard of corporate governance practices and procedures throughout the Group. The Directors firmly believe that sound and reasonable corporate governance practices are essential for the steady growth of the Group and for safeguarding the interests of Shareholders.

自購股權計劃被採納起至本季度報告日期，概無根據購股權計劃授出任何購股權。

股份獎勵計劃

於2018年10月16日，董事會批准採納股份獎勵計劃（「**股份獎勵計劃**」），即時生效，據此，所有合資格人士將有權參與。股份獎勵計劃之目的乃嘉許若干合資格人士的貢獻並向彼等提供獎勵，以挽留彼等服務於本集團的持續營運及發展，並為本集團的進一步發展吸引合適人員。

根據股份獎勵計劃可能授出的股份總數為2,056,000股，佔於本季度報告日期本公司全部已發行股本約1.03%。

股份獎勵計劃之條款概要載列於本公司日期為2018年10月16日之公告內。

自股份獎勵計劃被採納起至本季度報告日期，概無根據股份獎勵計劃授出任何股份。

董事進行證券交易的標準守則

本公司已採納條款相等於GEM上市規則第5.48至5.67條的董事進行證券交易的行為守則（「**標準守則**」）。於作出具體查詢後，全體董事均已確認彼等於截至2020年12月31日止9個月整個期間內遵守標準守則所載的標準規定。

遵守企業管治守則

本公司致力於在整個集團採納高水準的企業管治常規及程序。董事深信完善及合理的企業管治常規對於本集團的穩健增長及保障股東權益至關重要。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

The company has complied throughout the nine months ended 31 December 2020 with all the code provisions in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules, except the following deviation:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong, holds both positions. Mr. Wong has been primarily responsible for overseeing the Group’s management and business development and formulating business strategies and policies of the Group since 2009. As the Board meets regularly to consider matters relating to business operations of the Group, the Board is of the view that the above arrangement will not impair the balance of power and authority of the Board and the executive management. The effectiveness of corporate planning and implementation of corporate strategies and decisions will generally not be undermined.

DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2020 and 2019.

EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any events after the reporting period that requires disclosure.

INTEREST OF COMPLIANCE ADVISER

With effect from 1 July 2020, the Company and Messis Capital Limited (“**Messis Capital**”) have mutually agreed to terminate the compliance adviser agreement entered into between the Company and Messis Capital dated 30 April 2019 (the “**CA Agreement**”). Since the date of listing of the Company on GEM of the Stock Exchange on 4 January 2018, the Company had appointed compliance adviser throughout the two full financial years commencing on the date of its initial listing (being the financial years ended 31 March 2019 and 2020).

As notified by Messis Capital, except for the CA Agreement, neither Messis Capital nor its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the Company or any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules as at 30 June 2020.

惟以下偏離除外，本公司於截至2020年12月31日止9個月整個期間內已遵守GEM上市規則附錄十五所載之企業管治守則（「**企業管治守則**」）的全部守則條文：

根據企業管治守則守則條文A.2.1，主席及最高行政人員的角色應有所區分，且不應由同一人同時兼任。王先生兼任該兩個職位。自2009年起，王先生一直主要負責監督本集團管理及業務發展，並制定本集團業務策略及政策。由於董事會定期舉行會議討論有關本集團業務營運的事項，故董事會認為上述安排將不會削弱董事會與執行管理層之間之權責平衡。公司的規劃、公司策略的執行及決策的效率大致上將不會受到影響。

股息

董事不建議就截至2020年及2019年12月31日止9個月派付中期股息。

報告期後事項

董事會不知悉於報告期後任何需要披露的事項。

合規顧問的權益

本公司與大有融資有限公司（「**大有融資**」）雙方同意終止由本公司與大有融資於2019年4月30日所訂立的合規顧問協議（「**合規顧問協議**」），自2020年7月1日起生效。自本公司於2018年1月4日於聯交所GEM上市，本公司已於首次上市之日起計的兩個完整財政年度內（即2019年及2020年3月31日止財政年度）委任合規顧問。

誠如大有融資告知，除合規顧問協議外，於2020年6月30日，大有融資其任何董事、僱員或緊密聯繫人（定義見GEM上市規則）概無於本公司或本集團任何成員公司中擁有根據GEM上市規則第6A.32條須知會本公司的任何權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference which are no less exacting terms than those set out in the CG Code and Corporate Governance Report contained in Appendix 15 of the GEM Listing Rules. Currently, the Audit Committee comprises three independent non-executive Directors namely Mr. Cheung Chi Man, Dennis, Mr. Chan Chi Kwong, Dickson and Mr. Pang Chun Fai, Benny, and chaired by Mr. Cheung Chi Man, Dennis, who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial information for the nine months ended 31 December 2020, which is of the opinion that such information have been prepared in accordance with all applicable accounting standards, the requirements under the Hong Kong Companies Ordinance and the GEM Listing Rules.

PUBLICATION OF 2020 THIRD QUARTERLY REPORT

The 2020 third quarterly report of the Company containing all the information required by GEM Listing Rules will be dispatched to Shareholders and will also be published on the websites of HKEXnews (www.hkexnews.hk) as well as the website of the Company (www.sclhk.com).

By order of the Board
Sanbase Corporation Limited
Wong Sai Chuen
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 5 February 2021

As at the date of this quarterly report, the Board comprises Mr. Wong Sai Chuen (Chairman and Chief Executive Officer), Mr. Wong Kin Kei (Chief Operating Officer), Ms. Hui Man Yee Maggie and Dr. Sung Tak Wing Leo being the executive Directors; and Mr. Cheung Chi Man Dennis, Mr. Chan Chi Kwong Dickson and Mr. Pang Chung Fai Benny being the independent non-executive Directors.

審核委員會

本公司已設立審核委員會，並已制定其書面職權範圍，職權範圍不比GEM上市規則附錄十五中之《企業管治守則》及《企業管治報告》所載者寬鬆。目前，審核委員會包括三名獨立非執行董事，即張志文先生、陳智光先生及彭中輝先生，並由張志文先生擔任主席，彼具備GEM上市規則規定的合適專業資格及經驗。

審核委員會已審閱截至2020年12月31日止9個月的未經審核簡明綜合財務資料，並認為該等資料乃根據所有適用之會計準則、香港公司條例及GEM上市規則規定編製。

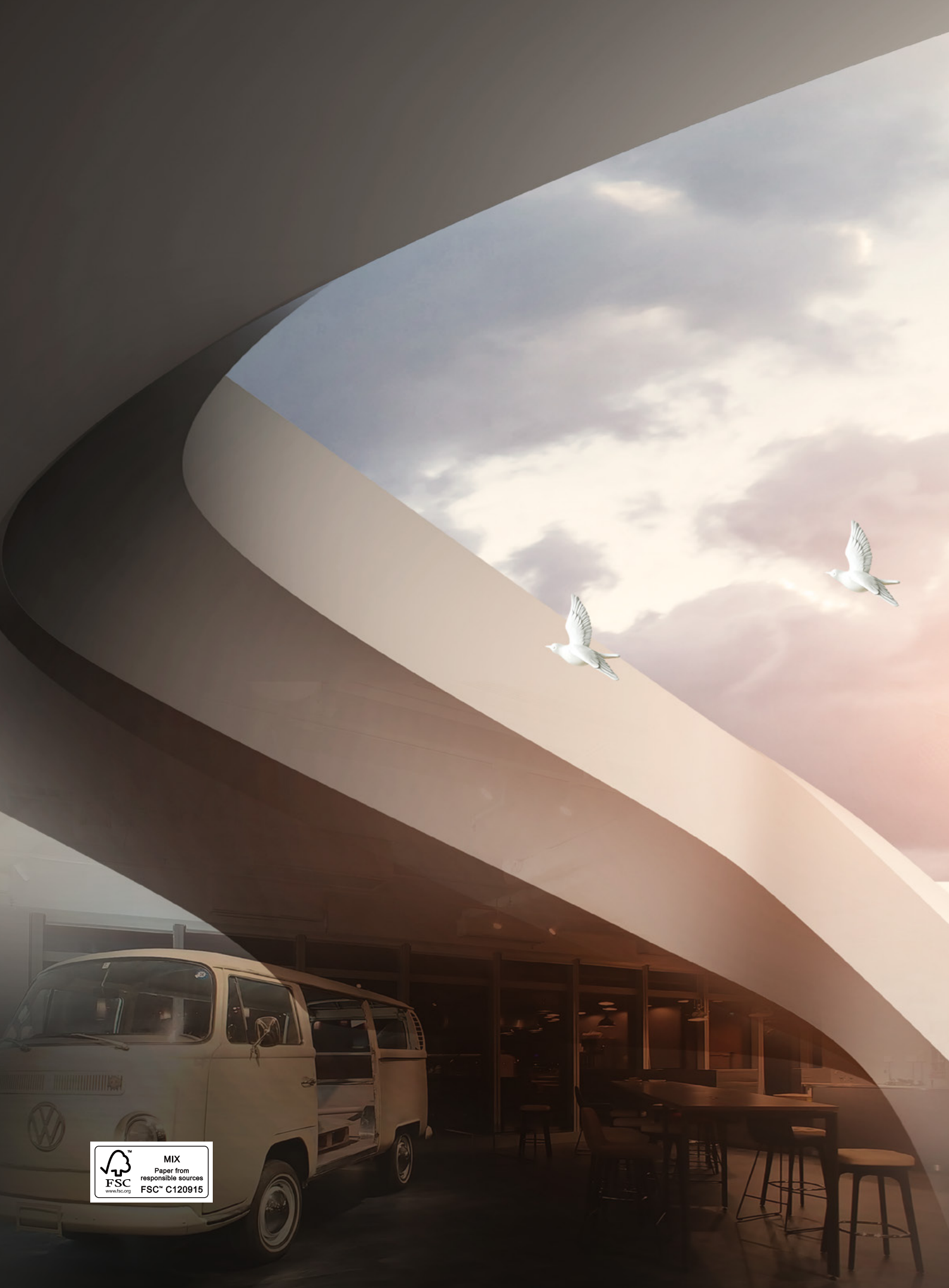
刊發2020年第三季度報告

本公司2020年第三季度報告載有GEM上市規則所規定的全部資料，將寄發予股東，亦將刊載於披露易網站(www.hkexnews.hk)及本公司網站(www.sclhk.com)。

承董事會命
莊皇集團公司
王世存
主席、行政總裁兼執行董事

香港，2021年2月5日

於本季度報告日期，董事會包括執行董事王世存先生（主席兼行政總裁）、黃健基先生（營運總監）、許曼怡女士及宋得榮博士；及獨立非執行董事張志文先生、陳智光先生及彭中輝先生。



 **MIX**
Paper from
responsible sources
www.fsc.org **FSC® C120915**