



# Chinese Energy Holdings Limited

## 華夏能源控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock Code 股份代號: 8009

# 2020/21

THIRD QUARTERLY REPORT  
第三季度報告

## CHARACTERISTICS OF THE 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.

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This report, for which the directors (“**Directors**” and each a “**Director**”) of Chinese Energy Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of the Stock Exchange 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 knowledges and beliefs: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

## 香港聯合交易所有限公司 (「聯交所」) GEM之特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司可能帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

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

香港交易及結算所有限公司及聯交所對本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報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所《GEM證券上市規則》(「**GEM上市規則**」)提供有關華夏能源控股有限公司(「**本公司**」)之資料，本公司董事(「**董事**」)及各董事(「**各董事**」)願對此共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等深知及確信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；(2)並無遺漏任何其他事實致使本報告所載任何陳述產生誤導；及(3)本報告內表達之一切意見均經審慎周詳考慮後方始作出，並以公平合理的基礎及假設為依據。

## HIGHLIGHTS

### 摘要

- The Company and its subsidiaries (collectively referred to as the “**Group**”) recorded a revenue of approximately HK\$339,692,000 (2019: HK\$267,097,000) for the nine months ended 31 December 2020, representing an increase of approximately 27.18% when compared with the same period in 2019.
- The Group recorded a loss of approximately HK\$3,000 (2019: HK\$1,514,000) for the nine months ended 31 December 2020, representing a decrease of approximately 99.80% when compared with the same period of last year. The board (the “**Board**”) of Directors considers that the improvement in the performance of the Group is mainly attributable to increase in revenue.
- The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2020.
- 截至二零二零年十二月三十一日止九個月，本公司及其附屬公司（統稱「**本集團**」）錄得收益約339,692,000港元（二零一九年：267,097,000港元），與二零一九年同期相比增加約27.18%。
- 截至二零二零年十二月三十一日止九個月，本集團錄得虧損約3,000港元（二零一九年：1,514,000港元），與去年同期相比減少約99.80%。董事會（「**董事會**」）認為本集團之表現轉好主要歸因於收益增加。
- 董事會不建議派發截至二零二零年十二月三十一日止九個月之中期股息。

## RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2020, together with the comparative unaudited figures for the corresponding periods in 2019, as follows:

## 業績

本公司董事會謹此宣佈本集團截至二零二零年十二月三十一日止三個月及九個月之未經審核綜合業績，連同二零一九年同期之未經審核比較數字如下：

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

## 簡明綜合損益及其他全面收益表

		Three months ended 31 December		Nine months ended 31 December		
		截至十二月三十一日止三個月		截至十二月三十一日止九個月		
		2020	2019	2020	2019	
		二零二零年	二零一九年	二零二零年	二零一九年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
		Notes				
		附註				
Revenue	收益	4	126,752	111,346	339,692	267,097
Cost of sales	銷售成本		(123,493)	(109,218)	(332,493)	(261,376)
Gross profit	毛利		3,259	2,128	7,199	5,721
Other income	其他收入	5	1,034	449	2,143	1,383
Administrative expenses	行政開支		(2,165)	(2,049)	(6,031)	(6,138)
Finance costs	融資成本		(754)	(627)	(2,154)	(1,756)
Share of profit in a joint venture	應佔一間合營企業之溢利		-	6	-	19
Profit (loss) before tax	除稅前溢利(虧損)	6	1,374	(93)	1,157	(771)
Income tax expense	所得稅開支	7	(654)	(349)	(1,160)	(743)
Profit (loss) for the period	期內溢利(虧損)		720	(442)	(3)	(1,514)

**CONDENSED CONSOLIDATED  
STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE  
INCOME (CONTINUED)**

**簡明綜合損益及其他全面  
收益表(續)**

	Note 附註	Three months ended 31 December		Nine months ended 31 December	
		截至十二月三十一日止三個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	截至十二月三十一日止九個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other comprehensive income (expense) for the period, net of income tax</b>					
<b>期內其他全面收益(開支)，已扣除所得稅</b>					
<i>Items that have been reclassified or may be reclassified subsequently to profit or loss:</i>	<i>已重新分類或隨後可重新分類至損益之項目：</i>				
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	13,237	3,339	24,660	(9,437)
Share of exchange differences of a joint venture	應佔一間合營企業之匯兌差額	-	211	-	(825)
		<b>13,237</b>	<b>3,550</b>	<b>24,660</b>	<b>(10,262)</b>
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>				
Fair value gain on investment in financial assets at fair value through other comprehensive income ("FVTOCI")	按公允值計入其他全面收益(「按公允值計入其他全面收益」)之金融資產投資的公允值收益	11,526	579	23,976	4,901
<b>Other comprehensive income (expense) for the period</b>	<b>期內其他全面收益(開支)</b>	<b>24,763</b>	<b>4,129</b>	<b>48,636</b>	<b>(5,361)</b>
<b>Total comprehensive income (expense) for the period</b>	<b>期內全面收益(開支)總額</b>	<b>25,483</b>	<b>3,687</b>	<b>48,633</b>	<b>(6,875)</b>
<b>Earnings (loss) per share</b>	<b>每股盈利(虧損)</b>				
- basic (HK cents)	- 基本(港仙)	1.22	(0.75)	(0.01)	(2.57)
- diluted (HK cents)	- 攤薄(港仙)	1.22	(0.75)	(0.01)	(2.57)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The Company is a public limited company incorporated in Hong Kong (“**HK**”) and its ordinary shares (“**Shares**” and each a “**Share**”) are listed on the GEM of the Stock Exchange. The addresses of its registered office and principle place of business of the Company are Unit 3517, Floor 35, West Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, HK. The Group principally engaged in trading of liquefied natural gas (“**LNG**”) products, general trading (including market sourcing of technical and electronic products), investment in financial assets and provision of money lending.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Except for the new and amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”) applied by the Group in the current period, the accounting policies and methods of computation used in the condensed consolidated financial statements for the nine months ended 31 December 2020 are consistent with those adopted in preparing the Group’s annual financial statements for the year ended 31 March 2020.

The financial information relating to the year ended 31 March 2020 included in these financial statements as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Chapter 622, Laws of HK) is as follows:

### 1. 一般資料

本公司是一間在香港（「香港」）註冊成立之公眾有限公司，其普通股（「股份」）及各股份（「各股份」）在聯交所GEM上市。本公司註冊辦事處及主要營業地點之地址為香港干諾道中168-200號信德中心西座35樓3517室。本集團主要從事液化天然氣（「液化天然氣」）產品貿易、一般貿易（包括市場採購技術及電子產品）、投資於金融資產及提供放貸。

### 2. 編製基準

簡明綜合財務報表乃根據歷史成本基準編製，惟按公允值（如適用）計量之若干金融工具除外。

除本集團於本期間採用之新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂外，截至二零二零年十二月三十一日止九個月之簡明綜合財務報表所用之會計政策及計算方法與編製本集團截至二零二零年三月三十一日止年度之年度財務報表所採用者一致。

該等財務報表所載有關截至二零二零年三月三十一日止年度之財務資料乃作為比較資料，並不構成本公司於該財政年度之法定年度綜合財務報表，惟有關資料摘錄自該等財務報表。根據《公司條例》（香港法例第622章）第436條規定須予披露之有關該等法定財務報表之進一步資料如下：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 2. BASIS OF PREPARATION (CONTINUED)

The Company has delivered the financial statements for the year ended 31 March 2020 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Chapter 622, Laws of HK).

The Company's external auditors have reported on the financial statements for the years ended 31 March 2019 and 2020. Those independent auditors' reports were unqualified; did not include references to any matter to which the auditors drew attention by way of emphasis without qualifying their reports; and did not contain statements under sections 406(2), 407(2) or (3) of the Companies Ordinance (Chapter 622, Laws of HK).

The condensed consolidated financial statements have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and by the Companies Ordinance (Chapter 622, Laws of HK).

The condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee (the "Audit Committee") of the Company and were approved for issue by the Board.

#### 2. 編製基準 (續)

本公司已根據《公司條例》(香港法例第622章)第662(3)條及附表6第3部將截至二零二零年三月三十一日止年度之財務報表送呈公司註冊處處長。

本公司之外聘核數師已就截至二零一九年及二零二零年三月三十一日止年度之財務報表提交報告。該等獨立核數師報告並無保留意見；並無載有核數師在不對其報告出具保留意見之情況下，以強調方式提請注意之任何事項；亦無載有《公司條例》(香港法例第622章)第406(2)、407(2)或(3)條項下之聲明。

簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則編製。此外，簡明綜合財務報表包括《GEM上市規則》及《公司條例》(香港法例第622章)規定之適用披露。

簡明綜合財務報表乃未經審核，惟已經本公司審核委員會(「審核委員會」)審閱並經由董事會批准刊發。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

##### ***New and amendments to HKFRSs that are mandatorily effective for the current year***

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current period:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

##### ***New and amendments to HKFRSs issued but not yet effective***

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>5</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>4</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>4</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 <sup>4</sup>

#### 3. 應用新訂香港財務報告準則及香港財務報告準則之修訂

##### ***於本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂***

本集團已於本期間首次應用下列由香港會計師公會頒佈之新訂香港財務報告準則及香港財務報告準則之修訂：

香港財務報告準則第3號之修訂	業務定義
香港會計準則第1號及香港會計準則第8號之修訂	重大性定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革

##### ***已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂***

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂：

香港財務報告準則第17號	保險合約 <sup>1</sup>
香港財務報告準則第3號之修訂	概念框架之提述 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 <sup>2</sup>
香港財務報告準則第16號之修訂	2019冠狀病毒病一相關租金寬減 <sup>3</sup>
香港會計準則第1號之修訂	負債分類為流動或非流動 <sup>5</sup>
香港會計準則第16號之修訂	物業、廠房及設備—作擬定用途前之所得款項 <sup>4</sup>
香港會計準則第37號之修訂	虧損合約—履行合約之成本 <sup>4</sup>
香港財務報告準則之修訂	二零一八年至二零二零年香港財務報告準則之年度改進 <sup>4</sup>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 簡明綜合財務報表附註 (續)

### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (CONTINUED)

#### *New and amendments to HKFRSs issued but not yet effective (Continued)*

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>2</sup> Effective date to be determined
- <sup>3</sup> Effective for annual periods beginning on or after 1 June 2020
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2022
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2023

The Directors anticipate that the application of the above new and amendments to HKFRSs which have been issued but are not yet effective will have no material impact on the results and the financial position of the Group.

### 4. REVENUE

Disaggregation of revenue from contracts with customers:

### 3. 應用新訂香港財務報告準則及香港財務報告準則之修訂 (續)

#### *已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂 (續)*

- <sup>1</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>2</sup> 生效日期待定
- <sup>3</sup> 於二零二零年六月一日或之後開始之年度期間生效
- <sup>4</sup> 於二零二二年一月一日或之後開始之年度期間生效
- <sup>5</sup> 於二零二三年一月一日或之後開始之年度期間生效

董事預期，應用上述已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂將不會對本集團之業績及財務狀況造成重大影響。

### 4. 收益

來自客戶合約收益之分拆：

	Three months ended 31 December		Nine months ended 31 December	
	截至十二月三十一日止三個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	截至十二月三十一日止九個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Types of goods and service</b>	<b>貨物及服務類型</b>			
Trading of LNG products	液化天然氣產品貿易			
	126,752	111,346	339,692	267,097
<b>Revenue from contracts with customers</b>	<b>來自客戶合約收益</b>			
	126,752	111,346	339,692	267,097

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 4. REVENUE (CONTINUED)

Disaggregation of revenue from contracts with customers by timing of revenue recognition:

#### 4. 收益 (續)

按收益確認時間劃分之來自客戶合約收益之分拆：

		<b>Trading of LNG products</b>	
		<b>液化天然氣產品貿易</b>	
		<b>2020</b>	<b>2019</b>
		<b>二零二零年</b>	<b>二零一九年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
<b>For three months ended</b>	<b>截至十二月三十一日止三個月</b>		
<b>31 December</b>			
Disaggregated by timing of revenue recognition	按收益確認時間劃分之分拆		
Point in time	某一時間點	<b>126,752</b>	111,346
Over time	某一段時間	-	-
		<b>126,752</b>	111,346
<b>For nine months ended</b>	<b>截至十二月三十一日止九個月</b>		
<b>31 December</b>			
Disaggregated by timing of revenue recognition	按收益確認時間劃分之分拆		
Point in time	某一時間點	<b>339,692</b>	267,097
Over time	某一段時間	-	-
		<b>339,692</b>	267,097

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 5. OTHER INCOME

#### 5. 其他收入

		Three months ended		Nine months ended	
		31 December		31 December	
		截至十二月三十一日止三個月		截至十二月三十一日止九個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Consultancy income	諮詢收入	25	-	25	-
Dividend income	股息收入	-	-	353	312
Interest income from banks and financial institutions	來自銀行及金融機構之 利息收入	915	448	1,611	1,060
Net exchange gain	匯兌淨收益	39	-	39	-
Other refund	其他退款	55	1	109	11
Sundries	雜項	-	-	6	-
		<b>1,034</b>	449	<b>2,143</b>	1,383

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 6. PROFIT (LOSS) BEFORE TAX

Profit (loss) before tax has been arrived at after charging (crediting) the following items:

#### 6. 除稅前溢利 (虧損)

除稅前溢利 (虧損) 已扣除 (計入) 以下項目：

	Three months ended 31 December		Nine months ended 31 December	
	截至十二月三十一日止三個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	截至十二月三十一日止九個月 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Staff costs (including Directors' emoluments)	員工成本 (包括董事酬金)			
Salaries, allowances and other benefits	1,297	1,123	3,272	3,180
Contributions to retirement benefits schemes	14	24	41	74
	<b>1,311</b>	<b>1,147</b>	<b>3,313</b>	<b>3,254</b>
External auditor's remuneration	外聘核數師酬金			
– audit services	120	95	320	285
– other services	–	25	50	75
Depreciation of property, plant and equipment	2	34	31	103
Depreciation of right-of-use assets	224	227	675	383
Legal and professional fees	28	32	142	103
Net exchange (gain) loss	(74)	(13)	(39)	6
Operating lease charges in respect of rented premises	12	11	34	338

簡明綜合財務報表附註 (續)

7. INCOME TAX EXPENSE

On 21 March 2018, the Legislative Council of HK Special Administrative Region passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduced the Two-tiered Profits Tax Rates Regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the Two-tiered Profits Tax Rates Regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The 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%. The Directors considered the amount involved upon implementation of the Two-tiered Profits Tax Rates Regime is insignificant to the condensed consolidated financial statements. HK Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods. No provision for HK profits tax had been made as the Group did not generate any assessable profits in HK for both periods.

Under the Law of the People’s Republic of China (“PRC”) on Enterprise Income Tax (“EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% for both periods. Taxation for other entities of the Group is charged at their respective applicable income tax rates ruling in the relevant jurisdictions.

7. 所得稅開支

於二零一八年三月二十一日，香港特別行政區立法會通過《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，引入利得稅兩級制。《條例草案》於二零一八年三月二十八日經簽署生效，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首二百萬港元溢利將按8.25%徵稅，其後二百萬港元以上之溢利則按16.5%徵稅。不符合利得稅兩級制資格之集團實體的溢利將持續劃一按16.5%徵稅。董事認為，利得稅兩級制實施後所涉及金額對簡明綜合財務報表而言並不重大。於該兩個期間，香港利得稅均按估計應課稅溢利之16.5%計算。由於本集團於兩個期間內並無於香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

根據中華人民共和國(「**中國**」)企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，中國之附屬公司於兩個期間內之稅率均為25%。本集團其他實體之稅項均按相關司法權區規定彼等各自適用之所得稅稅率繳納。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 8. EARNINGS (LOSS) PER SHARE

The basic and diluted earnings (loss) per Share attributable to the owners of the Company are calculated on the following data:

#### 8. 每股盈利 (虧損)

本公司擁有人應佔每股基本及攤薄盈利 (虧損) 按下列數據計算：

	Three months ended 31 December		Nine months ended 31 December	
	截至十二月三十一日止三個月		截至十二月三十一日止九個月	
	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Earnings (loss)</b>	<b>盈利 (虧損)</b>			
Earnings (loss) for the purpose of basic earnings (loss) per Share	計算每股基本盈利 (虧損) 所使用之盈利 (虧損)			
Effect of dilutive potential Shares:	攤薄潛在股份之影響：			
Interest on convertible note ("CN") (net of income tax)	可換股票據 (「可換股票據」) 利息 (扣除所得稅)			
Earnings (loss) for the purpose of diluted earnings (loss) per Share	計算每股攤薄盈利 (虧損) 所使用之盈利 (虧損)			
	720	(442)	(3)	(1,514)
	'000	'000	'000	'000
	千股	千股	千股	千股
<b>Number of Shares</b>	<b>股份數目</b>			
Number of Shares for the purpose of basic earnings (loss) per Share	計算每股基本盈利 (虧損) 所使用之股份數目			
Effect of dilutive potential Shares:	攤薄潛在股份之影響：			
CN	可換股票據			
Number of Shares for the purpose of diluted earnings (loss) per Share	計算每股攤薄盈利 (虧損) 所使用之股份數目			
	58,901	58,901	58,901	58,901

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 8. EARNINGS (LOSS) PER SHARE (CONTINUED)

The calculation of basic and diluted earnings (loss) per Share are based on the profit (loss) attributable to owners of the Company, and 58,900,537 (2019: 58,900,537) Shares in issue.

For the nine months ended 31 December 2020 and 2019, the computation of diluted earnings (loss) per Share has not assumed the conversion of the Company's outstanding CN since the exercise would result in an increase in earnings per Share and a decrease in loss per Share respectively.

#### 9. INTERIM DIVIDEND

The Board do not recommend the payment of an interim dividend for the nine months ended 31 December 2020 (2019: Nil).

#### 8. 每股盈利 (虧損) (續)

每股基本及攤薄盈利 (虧損) 乃根據本公司擁有人應佔溢利 (虧損) 及58,900,537股 (二零一九年：58,900,537股) 已發行股份計算。

於截至二零二零年及二零一九年十二月三十一日止九個月，於計算每股攤薄盈利 (虧損) 時並無假設本公司尚未行使之可換股票據已獲轉換，此乃由於行使有關轉換將會分別增加每股盈利及減少每股虧損。

#### 9. 中期股息

董事會不建議派發截至二零二零年十二月三十一日止九個月之中期股息 (二零一九年：無)。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 簡明綜合財務報表附註 (續)

### 10. MOVEMENT OF RESERVES

### 10. 儲備變動

		Share capital	Exchange reserve	CN equity reserve 可換股票據 權益儲備	Merger reserve 合併儲備	Translation reserve 匯兌儲備	Investment revaluation reserve 投資重估 儲備	Accumulated losses 累計虧損	Total
		股本 HK\$'000 千港元	外匯儲備 HK\$'000 千港元	權益儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2019 (audited)	於二零一九年四月一日 (經審核)	847,601	(588)	3,398	45,918	51,265	(3,580)	(554,811)	389,203
Loss for the period	期內虧損	-	-	-	-	-	-	(1,514)	(1,514)
Other comprehensive (expenses) income	其他全面(開支)收益								
- Exchange differences arising on translation of foreign operations	一換算海外業務所產生之匯兌差額	-	-	-	-	(9,437)	-	-	(9,437)
- Fair value gain on investment in financial assets at FVTOCI	一按公允值計入其他全面收益之金融資產投資之公允值收益	-	(1,592)	-	-	-	6,493	-	4,901
- Share of exchange differences of a joint venture	一應佔一間合營企業之匯兌差額	-	-	-	-	(825)	-	-	(825)
Total comprehensive (expenses) income for the period	期內全面(開支)收益總額	-	(1,592)	-	-	(10,262)	6,493	(1,514)	(6,875)
As at 31 December 2019 (unaudited)	於二零一九年十二月三十一日 (未經審核)	847,601	(2,180)	3,398	45,918	41,003	2,913	(556,325)	382,328
		股本 HK\$'000 千港元	外匯儲備 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2020 (audited)	於二零二零年四月一日 (經審核)	847,601	(2,566)	3,398	45,918	31,380	(791)	(555,104)	369,836
Loss for the period	期內虧損	-	-	-	-	-	-	(3)	(3)
Other comprehensive (expenses) income	其他全面收益(開支)								
- Exchange differences arising on translation of foreign operations	一換算海外業務所產生之匯兌差額	-	-	-	-	24,660	-	-	24,660
- Fair value gain on investment in financial assets at FVTOCI	一按公允值計入其他全面收益之金融資產投資之公允值收益	-	1,962	-	-	-	22,014	-	23,976
Total comprehensive (expenses) income for the period	期內全面收益(開支)總額	-	1,962	-	-	24,660	22,014	(3)	48,633
As at 31 December 2020 (unaudited)	於二零二零年十二月三十一日 (未經審核)	847,601	(604)	3,398	45,918	56,040	21,223	(555,107)	418,469



## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2020 (2019: Nil).

## FINANCIAL REVIEW

For the nine months ended 31 December 2020, the revenue of the Group was approximately HK\$339,692,000 (2019: HK\$267,097,000). The cost of sales of the Group for the nine months ended 31 December 2020 was approximately HK\$332,493,000 (2019: HK\$261,376,000). The gross profit of the Group for the nine months ended 31 December 2020 was approximately HK\$7,199,000 (2019: HK\$5,721,000). Dividend income received by the Group from investment in financial and investment products for the nine months ended 31 December 2020 was approximately HK\$353,000 (2019: HK\$312,000). The administrative expenses of the Group for the nine months ended 31 December 2020 was approximately HK\$6,031,000 (2019: HK\$6,138,000). The Group recorded a loss of approximately HK\$3,000 (2019: HK\$1,514,000) for the nine months ended 31 December 2020, representing a decrease of approximately 99.80% when compared with the same period of last year. The Board considers that the improvement in the performance of the Group is mainly attributable to increase in revenue.

## 中期股息

董事會不建議派發截至二零二零年十二月三十一日止九個月之中期股息 (二零一九年：無)。

## 財務回顧

截至二零二零年十二月三十一日止九個月，本集團的收益約339,692,000港元 (二零一九年：267,097,000港元)。截至二零二零年十二月三十一日止九個月，本集團的銷售成本約332,493,000港元 (二零一九年：261,376,000港元)。截至二零二零年十二月三十一日止九個月，本集團的毛利約7,199,000港元 (二零一九年：5,721,000港元)。截至二零二零年十二月三十一日止九個月，本集團收取來自投資於金融及投資產品之股息收入約353,000港元 (二零一九年：312,000港元)。截至二零二零年十二月三十一日止九個月，本集團的行政開支約6,031,000港元 (二零一九年：6,138,000港元)。截至二零二零年十二月三十一日止九個月，本集團錄得虧損約3,000港元 (二零一九年：1,514,000港元)，與去年同期相比減少約99.80%。董事會認為本集團之表現轉好主要歸因於收益增加。

## INVESTMENTS

The Company continues to identify suitable investments in HK stock equity market as well as any industry with high growth potential in PRC. As of 31 December 2020, the Group has investment classified as financial assets at FVTOCI of approximately HK\$55,495,000 (31 March 2020: HK\$31,519,000). In general, the investment strategy will be reviewed and monitored constantly with appropriate actions taken whenever necessary in response to the changes in global economic and market situations.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not make any material acquisition and disposal of subsidiaries and affiliated companies for the nine months ended 31 December 2020.

## 投資

本公司繼續在香港股票市場及於中國有高增長潛力之任何行業內物色合適之投資項目。截至二零二零年十二月三十一日，本集團分類為按公允值計入其他全面收益之金融資產之投資約55,495,000港元（二零二零年三月三十一日：31,519,000港元）。一般而言，本集團將會經常檢討及監控投資策略，並應對全球經濟及市況變動適時採取適當行動。

## 重大收購及出售附屬公司及聯屬公司

截至二零二零年十二月三十一日止九個月，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## CONTINGENT LIABILITIES AND CHARGE ON ASSETS

The Group has no significant contingent liabilities as at 31 December 2020 (31 March 2020: Nil). As at 31 December 2020, the Group did not pledge any asset to financial institution in respect of the due and punctual payment of its obligations (31 March 2020: Nil).

## EVENT AFTER THE REPORTING PERIOD

On 2 February 2021, the Company and Gold Achieve Investments Limited, a wholly-owned subsidiary of Eminence Enterprise Limited, entered into a subscription agreement in respect of issue of and subscription for 2021 convertible note (“**2021 CN**”) in an aggregate principal amount of HK\$4.5 million. The completion of the subscription will be subjected to, amongst others, the approval by the Stock Exchange. The details of 2021 CN have been disclosed in the announcement of the Company.

## 或然負債及資產抵押

本集團於二零二零年十二月三十一日並無重大或然負債（二零二零年三月三十一日：無）。於二零二零年十二月三十一日，本集團並無任何資產抵押予金融機構，作為妥善及準時支付其債務之保證（二零二零年三月三十一日：無）。

## 報告期後事項

於二零二一年二月二日，本公司與 Gold Achieve Investments Limited（高山企業有限公司之一間全資附屬公司）就發行及認購本金總額為四百五十萬港元的二零二一年可換股票據（「**二零二一年可換股票據**」）訂立認購協議。認購事項須待（其中包括）聯交所批准後，方告完成。二零二一年可換股票據之詳情已經於本公司公告披露。

## BUSINESS REVIEW AND OUTLOOK

As the outbreak of the Coronavirus Disease 2019 (the “**COVID-19**”) pandemic in PRC is well contained with the number of confirmed cases remained low. The business and economic outlook of PRC are positive and the economies are ready to rebound. Besides, a pre-emptive response has been laid out by PRC in its five-year plan – dual circulation led by internal circulation, in which internal circulation will be the primary growth engine while external circulation is expected to serve as a supplementary driver.

The Board remains cautiously optimistic about the business performance of the Group. The management will continue to monitor and grasp any opportunity with favourable returns in order to enhance the value of shareholders (“**Shareholders**”) and each a “**Shareholder**”) of the Company.

## 業務回顧及前景

由於在中國爆發的2019冠狀病毒病（「**2019冠狀病毒病**」）疫情得到良好控制，確診病例數目保持低位。中國的商業及經濟前景樂觀，並且經濟即將反彈回升。此外，中國已預先作出其五年規劃—以「內循環」作為主要增長引擎，同時以「外循環」作為輔助的「雙循環」發展格局。

董事會仍對本集團的業務表現持審慎樂觀態度。管理層將繼續監察及把握任何能夠帶來有利回報的機遇，以提升本公司股東（「**股東**」）及各股東「**各股東**」價值。

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

As at 31 December 2020, the interests of the Directors, chief executives of the Company and their associates in the Shares or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Chapter 571, Laws of HK)) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

## 董事於本公司或任何其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二零年十二月三十一日，董事、本公司主要行政人員及彼等之聯繫人於股份或其任何相聯法團（定義見《證券及期貨條例》（「《證券及期貨條例》」）（香港法例第571章）第XV部）擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據《證券及期貨條例》之有關條文被當作或視為擁有之權益或淡倉），或(b)根據《證券及期貨條例》第352條須登記於該條文所指股東登記冊，或(c)根據《GEM上市規則》第5.48至5.67條所載之董事交易必守標準須知會本公司及聯交所之權益如下：

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

**董事於本公司或任何其他其相聯法團之股份、相關股份及債券之權益及淡倉(續)**

**Long position in the Shares:**

**於股份之好倉：**

Name of a Director	Capacity	Number of Shares held	Percentage of issued share capital of the Company 佔本公司已發行股本之百分比
一名董事名稱	身份	所持股份數目	
Mr. Chen Haining ("Mr. HN Chen") 陳海寧先生 (「陳海寧先生」)	Held by controlled corporation (Note) 由受控制法團持有 (附註)	7,141,000	12.12%

*Note:*

*附註：*

These Shares are registered in the name of Wise Triumph Limited ("WTL"), which is wholly-owned by Mr. HN Chen who is deemed to be interested in all the shares in which WTL is interested by virtue of the SFO.

此等股份以智勝有限公司(「智勝有限公司」)之名義登記，陳海寧先生全資擁有該公司，故根據《證券及期貨條例》，陳海寧先生被視為於智勝有限公司擁有權益之所有股份中擁有權益。

Save as disclosed above, none of the Directors, chief executive of the Company nor their associates had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations.

除上文所披露者外，董事、本公司主要行政人員或彼等之聯繫人並無於本公司或其任何相聯法團之股份、相關股份或債券中擁有或被視作擁有任何權益或淡倉。

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

As at 31 December 2020, the following persons or companies (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## 主要股東於股份及相關股份之權益及淡倉

於二零二零年十二月三十一日，下列人士或公司（董事或本公司主要行政人員除外）於股份或本公司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分部之規定向本公司及聯交所披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

### Long positions in the underlying shares and Shares

### 於相關股份及股份之好倉

Name of substantial Shareholders	Capacity/ nature of interests	Number of underlying shares/ Shares held	Percentage of issued share capital of the Company <i>(Note 4)</i>
主要股東名稱	身份／權益性質	所持 相關股份／ 股份數目	佔本公司 已發行股本之 百分比 <i>(附註4)</i>
Keen Insight Limited <i>(Note 1) (附註1)</i>	Beneficial owner 實益擁有人	8,250,000	14.01%
Hony Capital Group L.P. <i>(Note 1) (附註1)</i>	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Hony Group Management Limited <i>(Note 1) (附註1)</i>	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

**主要股東於股份及相關股份之權益及淡倉(續)**

Long positions in the underlying shares and Shares (Continued)

於相關股份及股份之好倉(續)

Name of substantial Shareholders	Capacity/ nature of interests	Number of underlying shares/ Shares held	Percentage of issued share capital of the Company <i>(Note 4)</i> 佔本公司已發行股本之百分比 <i>(附註4)</i>
主要股東名稱	身份／權益性質	所持 相關股份／ 股份數目	
Hony Managing Partners Limited <i>(Note 1) (附註1)</i>	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Exponential Fortune Group Limited <i>(Note 1) (附註1)</i>	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Mr. Zhao John Huan <i>(Note 1)</i> 趙令歡先生 <i>(附註1)</i>	Interests in controlled corporation 於受控制法團之權益	8,250,000	14.01%
Gold Achieve Investments Limited <i>(Note 2) (附註2)</i>	Beneficial owner 實益擁有人	11,111,111	18.86%
Eminence Enterprise Limited <i>(Note 2)</i> 高山企業有限公司 <i>(附註2)</i>	Interests in controlled corporation 於受控制法團之權益	11,111,111	18.86%
WTL <i>(Note 3)</i> 智勝有限公司 <i>(附註3)</i>	Beneficial owner 實益擁有人	7,141,000	12.12%



## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

### Long positions in the underlying shares and Shares (Continued)

Notes:

1. Keen Insight Limited is a wholly-owned subsidiary of Hony Capital Group L.P.. Hony Capital Group L.P. is a wholly-owned subsidiary of Hony Group Management Limited. Hony Group Management Limited is owned as to 80% by Hony Managing Partners Limited, a wholly-owned subsidiary of Exponential Fortune Group Limited. Exponential Fortune Group Limited is held as to 49% by Mr. Zhao John Huan, and the remaining 51% is held by two individuals equally.
2. Gold Achieve Investments Limited, a wholly-owned subsidiary of Eminence Enterprise Limited, is a CN noteholder. Assuming full conversion of the CN, a total of 11,111,111 Shares will be issued by the Company to the CN noteholder.
3. WTL is wholly controlled by Mr. HN Chen.
4. The percentage is based on 58,900,537 issued Shares as at 31 December 2020.

Save as disclosed above, there were no long positions of the other persons and substantial Shareholders in the underlying shares and Shares recorded in the register.

## 主要股東於股份及相關股份之權益及淡倉(續)

### 於相關股份及股份之好倉(續)

附註：

1. Keen Insight Limited為Hony Capital Group L.P.之一間全資附屬公司。Hony Capital Group L.P.為Hony Group Management Limited之一間全資附屬公司。Hony Group Management Limited由Hony Managing Partners Limited擁有80%權益，而後者為Exponential Fortune Group Limited之一間全資附屬公司。Exponential Fortune Group Limited由趙令歡先生持有49%權益，而餘下51%權益則由兩名個人平均持有。
2. 高山企業有限公司之一間全資附屬公司Gold Achieve Investments Limited為一間可換股票據之票據持有人。假設可換股票據獲悉數兌換，則本公司將會向可換股票據之票據持有人發行合共11,111,111股股份。
3. 智勝有限公司由陳海寧先生全權控制。
4. 百分比乃基於二零二零年十二月三十一日之58,900,537股已發行股份計算。

除上文所披露者外，股東登記冊並無記錄其他人士及主要股東於相關股份及股份的好倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

### Short positions in the underlying shares and Shares

As at 31 December 2020, no short positions of other persons and substantial Shareholders in the underlying shares of equity derivatives of the Company and Shares were recorded in the register.

As at 31 December 2020, save as disclosed above, the Directors and chief executive of the Company were not aware of any persons or companies (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which were interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or any persons (not being a Director) have interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## 主要股東於股份及相關股份之權益及淡倉(續)

### 於相關股份及股份之淡倉

於二零二零年十二月三十一日，股東登記冊並無記錄其他人士及主要股東擁有本公司股本衍生工具相關股份及股份之淡倉。

於二零二零年十二月三十一日，除上文所披露者外，董事及本公司主要行政人員概無知悉擁有或被視為擁有附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之5%或以上已發行股本權益之任何人士或公司（董事及本公司主要行政人員除外）於股份或本公司相關股份中擁有權益或淡倉，或任何人士（董事除外）於股份或本公司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分部之規定向本公司及聯交所披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Associations which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Group 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 had also made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

### 優先購買權

本公司組織章程細則概無有關優先購買權之規定，以致本公司須按比例向現有股東提呈發售新股份。

### 有關董事進行證券交易之操守守則

於回顧期內，本集團已採納一套有關董事進行證券交易之操守守則，其條款不遜於《GEM上市規則》第5.48至5.67條所載之交易必守標準。本公司亦已向全體董事作出特定查詢，本公司並不知悉任何不遵守交易必守標準及有關董事進行證券交易之操守守則之情況。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the nine months ended 31 December 2020 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the nine months ended 31 December 2020.

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

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

## 購買股份或債券之安排

於截至二零二零年十二月三十一日止九個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零二零年十二月三十一日止九個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

## 購買、出售或贖回本公司上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

## COMPETITION AND CONFLICT OF INTERESTS

During the period under review, none of the Directors, the management Shareholders or substantial Shareholders or any of their respective associates (as defined in the GEM Listing Rules) had interests in a business which causes or may cause any significant competition and conflict of interests with the business of the Group.

## AUDIT COMMITTEE

The Audit Committee has three members comprising three independent (“**Independent**”) non-executive (“**Non-Executive**”) Directors, namely, Mr. Luk Chi Shing (“**Mr. Luk**”) (Chairman of the Audit Committee), Mr. Leung Fu Hang (“**Mr. Leung**”) and Mr. Chen Liang (“**Mr. L Chen**”).

The primary duties of the Audit Committee are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management, and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements.

## 競爭及權益衝突

於回顧期內，董事、管理層股東或主要股東或彼等各自之任何聯繫人（定義見《GEM上市規則》）概無在與本集團業務構成或可能構成任何重大競爭及權益衝突之業務中擁有權益。

## 審核委員會

審核委員會由三名成員組成，包括三名獨立（「**獨立**」）非執行（「**非執行**」）董事，即陸志成先生（「**陸先生**」）（審核委員會主席）、梁富衡先生（「**梁先生**」）及陳亮先生（「**陳亮先生**」）。

審核委員會之主要職責為確保本集團之會計及財務監控充分及有效、監控內部監控系統、風險管理及財務申報過程之表現、監察財務報表是否完整及符合法定及上市規定。

## AUDIT COMMITTEE (CONTINUED)

The Group's third quarterly results for the nine months ended 31 December 2020 have been reviewed by the members of the Audit Committee, who are of the opinion that the preparation of such financial results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

## REMUNERATION COMMITTEE

The remuneration committee (the “**Remuneration Committee**”) of the Company has three members comprising three Independent Non-Executive Directors, namely, Mr. Leung (Chairman of the Remuneration Committee), Mr. Luk and Mr. L Chen.

The primary duties of the Remuneration Committee, among others, are (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) to make recommendations to the Board on the remuneration packages of individual executive (“**Executive**”) Directors and senior management.

## 審核委員會 (續)

本集團截至二零二零年十二月三十一日止九個月之第三季度業績已由審核委員會成員審閱，彼等認為編製該財務業績乃遵照適用之會計準則、《GEM上市規則》及法律規定，並已作出充分披露。

## 薪酬委員會

本公司薪酬委員會（「**薪酬委員會**」）由三名成員組成，包括三名獨立非執行董事，即梁先生（薪酬委員會主席）、陸先生及陳亮先生。

薪酬委員會之主要職責為（其中包括）(i)就本公司有關全體董事及高級管理層之薪酬政策及結構，及設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(ii)參考董事會之企業目標及宗旨審閱及批准建議之管理層薪酬；及(iii)就各執行（「**執行**」）董事及高級管理層之薪酬組合，向董事會提出建議。

## NOMINATION COMMITTEE

The nomination committee (the “**Nomination Committee**”) of the Company has three members comprising two Independent Non-Executive Directors, namely, Mr. L Chen (Chairman of the Nomination Committee) and Mr. Leung, and one Executive Director, namely, Mr. HN Chen.

The primary duties of the Nomination Committee include, among other things:

- (a) to review director nomination policy and board diversity policy;
- (b) to review the structure, size and composition (including the skills, knowledges and experiences) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

## 提名委員會

本公司提名委員會（「**提名委員會**」）由三名成員組成，包括兩名獨立非執行董事，即陳亮先生（提名委員會主席）及梁先生和一名執行董事，即陳海寧先生。

提名委員會之主要職責包括（其中包括）：

- (a) 檢討董事提名政策及董事會成員多元化政策；
- (b) 至少每年檢討一次董事會之架構、規模及組成（包括技能、知識及經驗）並就任何建議變動向董事會提出推薦意見以補充本公司之企業策略；
- (c) 物色合資格成為董事會成員之合適人士並進行篩選或提出推薦意見供董事會選擇獲提名為董事的人士；

## NOMINATION COMMITTEE (CONTINUED)

- (d) to assess the independence of Independent Non-Executive Directors; and
- (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and/ or chief executive of the Company.

## 提名委員會 (續)

- (d) 評估獨立非執行董事的獨立性；及
- (e) 就董事委任或續聘以及董事尤其是本公司主席及／或主要行政人員之繼任計劃向董事會提出推薦意見。

## DISCLOSURE OF INFORMATION OF DIRECTOR UNDER RULES 17.50(2) AND 17.50A(1) OF THE GEM LISTING RULES

Save as disclosed below, there is no change in the information of each director that is required to be disclosed under Rules 17.50(2) and 17.50A(1) of the GEM Listing Rules during the nine months ended 31 December 2020.

## 根據《GEM上市規則》第 17.50(2)及17.50A(1)條披露 董事資料

除下文所披露者外，截至二零二零年十二月三十一日止九個月，各董事的資料概無出現變動，以致須根據《GEM上市規則》第17.50(2)及17.50A(1)條作出披露。



**DISCLOSURE OF INFORMATION OF DIRECTOR UNDER RULES 17.50(2) AND 17.50A(1) OF THE GEM LISTING RULES (CONTINUED)**

**Mr. Luk, an Independent Non-Executive Director of the Company**

Mr. Luk has been appointed as an independent non-executive director of China Financial Leasing Group Limited, a company listed on the Main Board of the Stock Exchange with stock code: 2312 from 10 December 2020. Besides, Mr. Luk has resigned as an executive director of China Pioneer Pharma Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1345 from 16 December 2020.

By order of the Board

**Mr. Chen Haining**

*Chairman and Chief Executive Officer*

Hong Kong, 10 February 2021

*As at the date hereof, the Executive Directors are Mr. Chen Haining (Chairman and Chief Executive Officer of the Company) and Ms. Tong Jiangxia; and the Independent Non-Executive Directors are Mr. Luk Chi Shing, Mr. Leung Fu Hang and Mr. Chen Liang.*

**根據《GEM上市規則》第17.50(2)及17.50A(1)條披露董事資料(續)**

**陸先生，本公司獨立非執行董事**

自二零二零年十二月十日起，陸先生已獲委任為中國金融租賃集團有限公司（一間於聯交所主板上市之公司，股份代號：2312）之獨立非執行董事。此外，自二零二零年十二月十六日起，陸先生已辭任中國先鋒醫藥控股有限公司（一間於聯交所主板上市之公司，股份代號：1345）之執行董事。

承董事會命

主席兼行政總裁

**陳海寧先生**

香港，二零二一年二月十日

於本報告日期，執行董事為陳海寧先生（本公司之主席兼行政總裁）及童江霞女士；而獨立非執行董事為陸志成先生、梁富衡先生及陳亮先生。



**Chinese Energy Holdings Limited**  
**華夏能源控股有限公司**