



華億金控集團有限公司

SINOFORTUNE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08123)

First Quarterly Report 2021



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.

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This report, for which the directors (the “Directors”) of Sinofortune Financial Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

Highlights

The Group recorded a revenue of approximately HK\$2,971,000 for the three months ended 31 March 2021.

Loss for the three months ended 31 March 2021 was approximately HK\$4,844,000.

Loss attributable to owners of the Company for the three months ended 31 March 2021 amounted to approximately HK\$4,841,000.

Basic loss per share was 0.06 HK cents.

The Directors do not recommend the payment of a dividend for the three months ended 31 March 2021.

First Quarterly Results (Unaudited)

The board of Directors of the Company (the “Board”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2021 together with the comparative unaudited figures for the period ended 31 March 2020.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	Three months ended 31 March	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	3	2,971	22,815
Other income and losses, net	4	352	4
Changes in inventories of finished goods		(868)	(21,881)
Other direct costs		(85)	(53)
Employee benefit expenses		(3,569)	(5,189)
Depreciation of property, plant and equipment		(533)	(588)
Depreciation of right-of-use assets		(361)	(73)
Amortisation of intangible assets		(3)	(8)
Finance costs		(32)	(18)
Other expenses		(2,716)	(2,657)
Loss before income tax		(4,844)	(7,648)
Income tax expense	5	-	-

	Notes	Three months ended 31 March	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Loss for the period		(4,844)	(7,648)
Other comprehensive loss			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		(889)	(3,672)
Other comprehensive loss for the period, net of tax		(889)	(3,672)
Total comprehensive loss for the period		(5,733)	(11,320)
Loss for the period attributable to:			
Owners of the Company		(4,841)	(7,580)
Non-controlling interests		(3)	(68)
		(4,844)	(7,648)

	Notes	Three months ended 31 March	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Total comprehensive loss for the period attributable to:			
Owners of the Company		(5,729)	(11,094)
Non-controlling interests		(4)	(226)
		(5,733)	(11,320)

	Notes	Three months ended 31 March	
		2021 HK Cents	2020 HK Cents
Loss per share attributable to owners of the Company for the period			
Basic loss per share	6	(0.06)	(0.10)
Diluted loss per share	6	N/A	N/A

Condensed Consolidated Statements of Changes in Equity

For the three months ended 31 March 2021

	Attributable to owners of the Company										
	Share capital	Share premium	Special reserve	Statutory reserve	Translation reserve	Share-based		Accumulated losses	Total	Non-controlling interests	Total equity
						compensation reserve	reserve				
HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	
Balance as at 1 January 2020	77,489	1,673,299	4,779	3,912	(20,600)	21,624	(1,521,955)	238,548	7,428	245,976	
Loss for the period	-	-	-	-	-	-	(7,580)	(7,580)	(68)	(7,648)	
Other comprehensive loss for the period	-	-	-	-	(3,514)	-	-	(3,514)	(158)	(3,672)	
Transaction with non-controlling interests	-	-	-	-	-	-	950	950	(2,037)	(1,087)	
Balance as at 31 March 2020	77,489	1,673,299	4,779	3,912	(24,114)	21,624	(1,528,585)	228,404	5,165	233,569	
Balance as at 1 January 2021	77,489	1,673,299	4,779	3,912	(11,222)	-	(1,541,866)	206,391	226	206,617	
Loss for the period	-	-	-	-	-	-	(4,841)	(4,841)	(3)	(4,844)	
Other comprehensive loss for the period	-	-	-	-	(888)	-	-	(888)	(1)	(889)	
Balance as at 31 March 2021	77,489	1,673,299	4,779	3,912	(12,110)	-	(1,546,707)	200,662	222	200,884	

Notes:

1. General Information

Sinofortune Financial Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) is principally engaged in (i) provision of securities and futures contracts trading services in Hong Kong, (ii) trading and principal investments in Hong Kong, and (iii) sales of motor vehicles, provision of agency services and accessories sourcing in the PRC.

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands. The Company’s shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (“the Stock Exchange”).

The functional currency of the Company is Hong Kong dollar (“HK\$”). The Company has selected Hong Kong dollar as its presentation currency as management considered it is more beneficial to the users of the unaudited condensed consolidated financial statements. All values stated in these unaudited condensed consolidated financial statements are rounded nearest thousands (HK\$’000), unless otherwise stated. These unaudited condensed consolidated financial statements have been approved and authorised for issuing by the Board of Directors on 10 May 2021.

2. Basis of Preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the unaudited condensed consolidated financial statements included applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for the recognition of certain financial assets and financial liabilities at fair value through profit or loss and at fair value through other comprehensive income.

The principal accounting policies applied in the preparation of these unaudited condensed consolidated financial statements were consistent with those applied for the financial statements of the Group for the year ended 31 December 2020.

3. Revenue

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	Three months ended	
	31 March	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major products or service lines		
Commission income from securities and futures brokerage services	356	150
Sales of motor vehicles where the Group acts as principal	869	21,520
Agency and service fees income from accessories sourcing	1,709	1,002
	2,934	22,672
Revenue from other sources		
Interest income from securities and futures brokerage services	37	143
Total revenue	2,971	22,815
Disaggregated by timing of revenue recognition within the scope of HKFRS 15		
Over time	–	–
At point in time	2,934	22,672
	2,934	22,672

4. Other Income and Losses, Net

	Three months ended	
	31 March	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Other income		
CCASS fee income	8	5
Handling fee income	12	6
Interest income from bank deposits	15	23
Sundry income	8	365
	43	399
Other gains and losses		
Fair value gain/(loss) on financial assets at fair value through profit or loss		
Unrealised fair value gains/(losses) on securities trading	290	(430)
Exchange gains, net	19	–
Gain on lease termination	–	35
Other gains/(losses), net	309	(395)
Other income and losses, net	352	4

5. Income Tax Expense

No provision for Hong Kong profits tax and PRC enterprise income tax has been made in the unaudited condensed consolidated financial statements as the group companies that are subject to tax had incurred tax losses for the three months ended 31 March 2021 (2020: Nil).

6. Loss Per Share

(a) Basic loss per share

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	Three months ended 31 March	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Loss		
Loss for the purpose of basic loss per share	(4,841)	(7,580)
	2021 '000	2020 '000
Number of shares		
Issued ordinary shares at 1 January and 31 March	7,748,958	7,748,958

(b) Diluted loss per share

The computation of diluted loss per share for the three months ended 31 March 2021 and 31 March 2020 did not assume the exercise of the Company's share options because the exercise price of those options were higher than the average market price for shares of the Company for both of the three months ended 31 March 2021 and 2020.

No diluted loss per share for both of the three months ended 31 March 2021 and 2020 is presented as there were no potential ordinary shares in issue for both of the three months ended 31 March 2021 and 2020.

7. Share Capital and Premium

	Number of issued shares '000	Share capital HK\$'000	Share premium HK\$'000	Total HK\$'000
At 1 January 2021 and 31 March 2021	7,748,958	77,489	1,673,299	1,750,788

The total authorised number of ordinary shares is 10,000,000,000 shares (2020: 10,000,000,000 shares) with a par value of HK\$0.01 per share (2020: HK\$0.01 per share).

8. Dividends

The directors of the Company do not recommend the payment of a dividend for the period ended 31 March 2021 (2020: Nil).

Business Review

The Group recorded revenue of approximately HK\$2.97 million in the first three months of the year 2021, compared with the revenue of approximately HK\$22.82 million for the corresponding period in 2020, it significantly reduced by approximately HK\$19.85 million. As disclosed in the Company's announcement dated 30 April 2021, the revenue has significantly reduced was mainly due to the drastic drop in the unaudited revenue in the segment of the sales of motor vehicles, provision of agency services and accessories sourcing in the PRC of approximately HK\$2.58 million during the three months ended 31 March 2021 as compared to the unaudited revenue in the segment of HK\$22.52 million in the corresponding period in 2020, resulting from the change of the government policy in relation to new automobile emission standard ("China 6 Standard") in the PRC and the lack of clear requirements and procedures for parallel importers of motor vehicles like the Group to obtain China 6 Standard certifications in order to put their imported motor vehicles for sale in the market.

For proprietary stock trading, the Group recorded an unrealised gain of approximately HK\$0.29 million and no realised gain or loss for the period under review.

For the period ended 31 March 2021, the Group recorded the revenue of sales of motor vehicles where the Group acts as principal approximately HK\$0.87 million and an agency and service fees income from accessories sourcing approximately HK\$1.71 million. Approximately HK\$21.52 million and approximately HK\$1.00 million were recorded respectively for the revenue of sales of motor vehicles where the Group acts as principal and an agency and services fees income from accessories sourcing for the period ended 31 March 2020.

Financial Review

The Group recorded an unaudited revenue of approximately HK\$2.97 million for the three months ended 31 March 2021 as compared to approximately HK\$22.82 million for the corresponding period in 2020, there was a decrease of approximately HK\$19.85 million or 86.99%. The decrease in revenue was mainly due to the decrease in the sales of motor vehicles business in the PRC.

The segment of sales of motor vehicles, provision of agency services and accessories sourcing recorded revenue of approximately HK\$2.58 million for the three months ended 31 March 2021 and it recorded approximately HK\$22.52 million of revenue for the last corresponding period. The ongoing Sino-US trade war and outbreak of COVID-19 pandemic has impact on the global business environment. In addition, the change in government policies in relation to automobile emission standard in the PRC, it led to a slowdown in sales of motor vehicles.

The Group recorded an unaudited loss for the three months ended 31 March 2021 of approximately HK\$4.84 million compared with an unaudited loss of approximately HK\$7.65 million for the last corresponding period. The unaudited loss of the period encompassed the unaudited unrealised fair value gains on securities trading for approximately HK\$0.29 million and it recorded unaudited unrealised fair value losses on securities trading of approximately HK\$0.43 million for the last corresponding period. The basic loss per share attributable to owners for the Company for the period with approximately HK\$0.06 cents compared to approximately HK\$0.10 cents for the same period last year.

The Group's current assets as at 31 March 2021 amounted to approximately HK\$187.26 million and the liquidity of the Group, as demonstrated by the current ratio (current assets/current liabilities) was 6.22 times. The Group's bank balances and cash amounted to approximately HK\$54.77 million as at 31 March 2021 of which approximately HK\$14.55 million were held on behalf of clients in trust and segregated accounts. The gearing ratio of the Group as at 31 March 2021 (calculated by the total liabilities of approximately HK\$34.07 million over equity attributable to the owners of the Company of approximately HK\$200.66 million) is 16.98%.

The equity attributable to owner of the Company amounted to approximately HK\$200.66 million as at 31 March 2021, representing a decrease of approximately HK\$5.73 million, or 2.78% from that of 31 December 2020.

Outlook

In the first quarter of year 2021, almost 86.78% revenue of the Group came from the segment of sales of motor vehicles, provision of agency services and accessories sourcing in the PRC. Although the motor vehicles business of the Group is affected by the outbreak of COVID-19 pandemic, the uncertainty created by the ongoing Sino-US trade war and the impact of the PRC government policy, the Group will closely monitor the business environment and the changes of the PRC government policy in order to make appropriate business strategies.

As disclosed in the announcements dated 12 March 2021 and 30 April 2021 and 2020 annual report of the Company, the limits and measurement methods for emissions from China 6 Standard came into implementation on 1 July 2020 by the PRC government to impose more stringent emission requirements on motor vehicles in the PRC, and parallel imported motor vehicle that only complies with limits and measurement methods for emissions from light-duty vehicles (China 5) was disallowed.

In order to register parallel imported motor vehicles that complies with China 6 Standard for sale in the PRC, importers are required to obtain two certifications for the motor vehicles including (1) China compulsory certification ("3C Certification") and (2) certification administered by the Ministry of Ecology and Environment of the PRC ("EE Certification"). The details relating to the requirements and procedures for parallel importers of motor vehicles to obtain 3C Certification and EE Certificate for China 6 Standard imported motor vehicles have been announced by PRC government accordingly.

The Group had ordered and paid deposit for approximately 400 China 6 Standard motor vehicles and they have been imported to the PRC and submitted to the relevant accredited agent for testing to obtain their EE Certificates which is a required intermediate procedure for them to be offered for sale at the market in the PRC. It is estimated that the certification process for those China 6 Standard motor vehicles will be completed by the end of May 2021.

After the three years' efforts since the implementation of the 13th Five-Year Plan (2016-2020), the PRC has been reforming the regulatory landscape in the pharmaceutical industry leading it has a steady growth in the past few years, especially for major new medicines development like the promotion of more lifesaving and safe medicines to be listed and included in medical insurance. Therefore, the Company decided to divert the Group's resources to invest in the new medicine development market in the PRC through its investment in a limited partnership which can attain diversification of the Group's business.

The Group is optimistic and confident in the prospects of the China and Hong Kong stock markets and will continue to develop other businesses and seek opportunities to expand its revenue sources to enhance the Group's revenue.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 March 2021, the interests or 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 ("SFO")) which were 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 taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(a) Long positions in shares of the Company

Name of Directors	Capacity	Number of shares held	Approximate percentage of shareholding
Wang Jiawei	Beneficial owner	2,102,255,935	27.13%
Lai Yuk Mui	Beneficial owner	2,780,127	0.04%
Liu Runtong	Beneficial owner	2,646,000	0.03%

(b) Long positions in underlying shares of the Company***Share option scheme of the Company***

The share option scheme adopted by the Company on 21 June 2012 which complies with Chapter 23 of the GEM Listing Rules. As at 31 March 2021, no share option had been granted under the share option scheme and none of the Directors and chief executive have any share options to subscribe for shares of the Company.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executive to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and neither the Directors, nor the chief executive, nor any of their respective spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

(c) Short positions in underlying shares of the Company

No short positions of Directors and chief executives in the underlying shares of the equity derivatives of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

(a) Long positions in shares of the Company

As at 31 March 2021, the Directors and the chief executive of the Company are not aware of any person (not being a Director or a chief executive of the Company) who had an interest or short position in the shares or underlying shares which were notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO.

(b) Long positions in underlying shares of the Company

As at 31 March 2021, the Company had not been notified of any person (other than the Directors whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above) who had an interest or short position in the shares or underlying shares of the Company and was required to be recorded in the register required to be kept under Section 336 of the SFO and/or was directly or indirectly 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.

Details of the Share Options Granted by the Company

Share Option Scheme of the Company

The Company operates the share option scheme under which the persons working for the interest of the Group are entitled to an opportunity to obtain equity interest in the Company. The Company adopted a share option scheme which complies with Chapter 23 of the GEM Listing Rules.

The number of shares in respect of which options may be granted under the share option scheme and any other share option schemes are not permitted to exceed 30% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders.

As at 31 March 2021, no share option under the share option scheme has been granted.

Directors' Interest in Competing Business

As at 31 March 2021, the Directors were not aware of any business or interest of each Director, controlling shareholder (as defined in the GEM Listing Rules) and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

Purchase, Sale or Redemption of Listed Securities

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

Compliance with Code on Corporate Governance Practice

The Company has applied the principles and has complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the period under review, save and except for the following deviation.

Code Provision A.2.1

Code provision A.2.1 stipulates that the roles of chairman and chief executive should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Wang Jiawei is the chairman and chief executive officer of the Company. In view of Mr. Wang has extensive experience in project management and securities investments and is responsible for the overall corporate strategies, planning and business development of the Company. Under the supervision by the Board which is comprised of three independent non-executive Directors and a non-executive Director, which represent more than half of the Board, the interests of the shareholders of the Company will be adequately and fairly represented.

Directors' Securities Transaction

The Company has adopted a code of conduct regarding directors' securities transactions 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. Having made specific enquiry of all Directors, all Directors of the Company confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the period under review.

Audit Committee

In compliance with rules 5.28 to 5.33 of the GEM Listing Rules, the Company has established an audit committee with written terms of reference which deal clearly with its authority and duties. The principal duties of the audit committee of the Company are to review and supervise the financial reporting process and internal control procedures of the Group.

The audit committee comprises three independent non-executive Directors, namely Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen.

The audit committee has reviewed the financial statements of the Group for the three months ended 31 March 2021 pursuant to the relevant provisions contained in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By order of the Board
Sinofortune Financial Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 10 May 2021

As of the date of this report, the executive Directors are Mr. Wang Jiawei and Ms. Lai Yuk Mui, the non-executive Director is Mr. Liu Runtong and the independent non-executive Directors are Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen.