

# TLMC

**TAK LEE MACHINERY HOLDINGS LIMITED**  
**德利機械控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

Stock code : 8142



## 2017-2018

THIRD QUARTERLY REPORT

RESULTS FOR THE NINE MONTHS ENDED 30 APRIL 2018

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

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*This report, for which the directors (collectively the “**Directors**” or individually a “**Director**”) of Tak Lee Machinery Holdings Limited (the “**Company**”, and 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.*

### THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 APRIL 2018

The board of Directors (the “Board”) is pleased to announce the unaudited consolidated results of the Group for the nine months ended 30 April 2018, together with the comparative figures for the corresponding period in 2017. The information should be read in conjunction with the prospectus of the Company dated 17 July 2017 (the “Prospectus”). Capitalised terms used in this report shall have the same respective meanings as those defined in the Prospectus unless otherwise stated.

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

For the three months and nine months ended 30 April 2018

	Notes	For the three months ended 30 April		For the nine months ended 30 April	
		2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
Revenue	3	217,207	67,798	420,287	198,564
Cost of sales		(181,318)	(57,972)	(353,401)	(166,573)
<b>Gross profit</b>		<b>35,889</b>	<b>9,826</b>	<b>66,886</b>	<b>31,991</b>
Other income and net gains		124	339	1,616	907
Administrative and other operating expenses		(6,050)	(5,764)	(16,821)	(18,165)
<b>Profit from operations</b>		<b>29,963</b>	<b>4,401</b>	<b>51,681</b>	<b>14,733</b>
Finance costs		(845)	(326)	(1,951)	(789)
<b>Profit before tax</b>		<b>29,118</b>	<b>4,075</b>	<b>49,730</b>	<b>13,944</b>
Income tax expense	4	(4,950)	(651)	(8,454)	(3,109)
<b>Profit and total comprehensive income for the period attributable to owners of the Company</b>	5	<b>24,168</b>	<b>3,424</b>	<b>41,276</b>	<b>10,835</b>
<b>Earnings per share</b>					
– Basic and diluted (HK cents per share)	7	<b>2.42</b>	<b>0.46</b>	<b>4.13</b>	<b>1.44</b>

## UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 April 2018

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 August 2017 (audited)	10,000	92,661	2,620	171,854	277,135
Profit and total comprehensive income for the period	<u>          -</u>	<u>          -</u>	<u>          -</u>	<u>      41,276</u>	<u>      41,276</u>
<b>At 30 April 2018 (unaudited)</b>	<b><u>      10,000</u></b>	<b><u>      92,661</u></b>	<b><u>      2,620</u></b>	<b><u>      213,130</u></b>	<b><u>      318,411</u></b>
At 1 August 2016 (audited)	3,000	-	-	159,753	162,753
Profit and total comprehensive income for the period	<u>          -</u>	<u>          -</u>	<u>          -</u>	<u>      10,835</u>	<u>      10,835</u>
At 30 April 2017 (unaudited)	<u>      3,000</u>	<u>          -</u>	<u>          -</u>	<u>      170,588</u>	<u>      173,588</u>

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands on 11 December 2015. The issued shares of the Company were initially listed on GEM (formerly known as the "Growth Enterprise Market") of the Stock Exchange (the "Listing") on 27 July 2017. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is D.D.111, Lot No. 117, Sheung Che Village, Pat Heung, Yuen Long, New Territories, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in the sales of heavy equipment and spare parts, leasing of heavy equipment and provision of maintenance and ancillary services in Hong Kong.

In the opinion of the Directors, the immediate and ultimate holding company of the Company is Generous Way Limited ("**Generous Way**"), a company incorporated in the British Virgin Islands ("**BVI**").

Pursuant to a group reorganisation (the "**Reorganisation**") to rationalise the structure of the Group in preparation for the Listing, the Company became the holding company of the Group. Details of the Reorganisation are set out in the section headed "History, Reorganisation and Group structure" in the Prospectus.

### 2. BASIS OF PRESENTATION AND PREPARATION

As a result of the Reorganisation, the Group is regarded as a continuing entity resulting from the Reorganisation since management of the entities comprising the Group which took part in the Reorganisation remained the same before and after the Reorganisation. Thus, there was a continuation of the risks and benefits to the controlling shareholders that existed prior to the Reorganisation.

All intra-group transactions and balances have been eliminated.

These unaudited consolidated financial statements of the Group for the nine months ended 30 April 2018 (the "**Unaudited Consolidated Financial Statements**") have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the applicable disclosure requirements of the GEM Listing Rules.

These Unaudited Consolidated Financial Statements should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 July 2017. The accounting policies used in the preparation of the Unaudited Consolidated Financial Statements are consistent with those adopted in the annual consolidated financial statements of the Group for the year ended 31 July 2017.

The HKICPA has issued a number of new and revised HKFRSs. The adoption of the new and amended HKFRSs which are relevant to the Group's operations and effective for its accounting period beginning 1 August 2017 has no significant changes on the Group's accounting policies as well as the presentation, the reported results and the financial position of the Group for the current or prior accounting periods.

The Group has not applied the new and revised HKFRSs which have been issued but are not yet effective. The Group is currently in the process of making an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether they would have a material impact on the Group's results and financial position.

The Unaudited Consolidated Financial Statements have been prepared under the historical cost basis.

The preparation of the Unaudited Consolidated Financial Statements in conformity with the HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Unaudited Consolidated Financial Statements have not been audited by the Company's independent auditor, but have been reviewed by the audit committee of the Board (the "Audit Committee").

The Unaudited Consolidated Financial Statements are presented in Hong Kong dollars ("HK\$") which is also the functional currency of the Group, and all values are rounded to the nearest thousands ("HK\$'000"), except when otherwise indicated.

### 3. REVENUE

Revenue represents the income received and receivable from the sales of heavy equipment and spare parts, lease of heavy equipment as well as maintenance and ancillary services and the Group's revenue by reportable segments is summarised as follows:

	Three months ended 30 April		Nine months ended 30 April	
	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
Sales of heavy equipment and spare parts	204,769	62,899	382,140	188,196
Lease of heavy equipment	9,624	3,935	31,438	8,279
Maintenance and ancillary services	2,814	964	6,709	2,089
Total	<u>217,207</u>	<u>67,798</u>	<u>420,287</u>	<u>198,564</u>

## 4. INCOME TAX EXPENSE

	Three months ended 30 April		Nine months ended 30 April	
	2018 HK\$ '000 (unaudited)	2017 HK\$ '000 (unaudited)	2018 HK\$ '000 (unaudited)	2017 HK\$ '000 (unaudited)
<b>Current tax – Hong Kong</b>				
Provision for the year	4,226	483	5,354	1,941
Under-provision in prior years	–	–	–	89
	<u>4,226</u>	<u>483</u>	<u>5,354</u>	<u>2,030</u>
<b>Deferred tax</b>	724	168	3,100	1,079
	<u>4,950</u>	<u>651</u>	<u>8,454</u>	<u>3,109</u>

The Company was incorporated in the Cayman Islands and TLMC Company Limited, a wholly-owned subsidiary of the Company, was incorporated in the BVI. Both companies are tax exempted as no business was carried out in the Cayman Islands and the BVI under the tax laws of the Cayman Islands and the BVI.

Hong Kong profits tax has been provided at a rate of 16.5% (nine months ended 30 April 2017: 16.5%) on the estimated assessable profits for the nine months ended 30 April 2018.

## 5. PROFIT FOR THE PERIOD

The Group's profit for the period is stated after charging/(crediting) the following:

	Three months ended 30 April		Nine months ended 30 April	
	2018 HK\$ '000 (unaudited)	2017 HK\$ '000 (unaudited)	2018 HK\$ '000 (unaudited)	2017 HK\$ '000 (unaudited)
Auditor's remuneration	125	122	375	344
Cost of inventories sold	171,484	52,069	320,686	151,041
Depreciation	2,867	914	8,048	2,332
Foreign exchange loss, net	931	2,120	1,486	1,741
Net gain on disposals of property, plant and equipment	–	–	(250)	(28)
Listing expenses	–	–	–	4,274
Operating lease charges in respect of:				
– Director's quarters	504	450	1,512	1,350
– Office premises	234	198	630	594
	<u>738</u>	<u>648</u>	<u>2,142</u>	<u>1,944</u>
Reversal of allowance for trade receivables	–	(680)	(810)	(680)
Staff costs (including Directors' emoluments)				
– Salaries, allowances and bonus	5,033	3,259	16,766	9,270
– Retirement benefit scheme contributions	156	92	530	269
– Quarters expenses	513	482	1,540	1,400
	<u>5,702</u>	<u>3,833</u>	<u>18,836</u>	<u>10,939</u>

**6. DIVIDEND**

The Board has resolved not to declare any dividend for the nine months ended 30 April 2018 (nine months ended 30 April 2017: Nil).

**7. EARNINGS PER SHARE**

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

	Three months ended 30 April		Nine months ended 30 April	
	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
<b>Earnings:</b>				
Profit attributable to owners of the Company for the purpose of calculating basic earnings per share	<u>24,168</u>	<u>3,424</u>	<u>41,276</u>	<u>10,835</u>
	'000	'000	'000	'000
<b>Number of shares:</b>				
Weighted average number of ordinary shares for profit attributable to owners of the Company for the purpose of calculating basic earnings per share	<u>1,000,000</u>	<u>750,000</u>	<u>1,000,000</u>	<u>750,000</u>

**Note:**

For the nine months ended 30 April 2017, the number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Reorganisation and the Capitalisation Issue had been completed on 1 August 2016 but excluding any shares issued pursuant to the Share Offer.

Diluted earnings per share was the same as the basic earnings per share for the nine months ended 30 April 2018 and 2017 as there were no dilutive potential ordinary shares in issue.



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The Group is an earthmoving equipment sales and leasing service provider in Hong Kong with over 17 years of presence in the industry. The Group is principally engaged in (i) the sale of new and used earthmoving equipment and spare parts, (ii) the leasing of earthmoving equipment, and (iii) the provision of maintenance and ancillary services for earthmoving equipment users. The Group also offers some heavy equipment other than earthmoving equipment for sales and for leasing.

The Group recorded a significant increase in profit attributable to owners of the Company for the nine months ended 30 April 2018 by approximately 282.4% to approximately HK\$41.3 million from approximately HK\$10.8 million for the nine months ended 30 April 2017. Excluding the non-recurring listing expenses for the nine months ended 30 April 2017, profit attributable to owners of the Company for the nine months ended 30 April 2018 increased by approximately 173.5%. Pre-tax profit contribution from sales segment increased by 115.2% to approximately HK\$36.8 million and pre-tax profit contribution from leasing segment increased by 288.9% to approximately HK\$17.5 million for the nine months ended 30 April 2018.

The increase in the profit contribution was primarily attributed to the growth in the sales business of heavy equipment and the expansion of the leasing business of the Group, which were driven by the strong market demand for those equipment for the nine months ended 30 April 2018.

Earnings per share for the nine months ended 30 April 2018 was HK cents 4.13 per share, representing an increase of 186.8% compared with HK cents 1.44 per share for the same period in 2017. The basis of calculating the earnings per share is detailed in Note 7 to the Unaudited Consolidated Financial Statements above.

Looking forward, the Group is confident about the outlook and the prospects for sales and leasing of heavy equipment in light of the upswing in the number of infrastructure projects and the stringency of the new environmental regulatory regime implemented in Hong Kong. In order to sustain the business growth of the Group, the Group will continue to expand the leasing service and the maintenance and ancillary services as the long term growth prospect. To embrace opportunities, the Group is committed to the diversification of supplier base and product offering. For instance, during the nine months ended 30 April 2018, the Group entered into a non-exclusive distributorship agreement with a heavy equipment manufacturer for the supply of the Japanese Airman brand of diesel engine generators. Going forward, the Group will continue to identify suitable suppliers and products in pursuit of more dealerships or distributorships, which would further boost its competitive edge in the long run.

## FINANCIAL REVIEW

### Revenue

The Group recorded a significant increase in revenue for the nine months ended 30 April 2018, by approximately 111.6% from approximately HK\$198.6 million for the nine months ended 30 April 2017 to approximately HK\$420.3 million. The increase was mainly attributable to the increases in sales of heavy equipment and spare parts of approximately HK\$193.9 million and leasing income of approximately HK\$23.2 million.

### Cost of sales

The Group's cost of sales amounted to approximately HK\$353.4 million for the nine months ended 30 April 2018, representing an increase of approximately 112.1% (nine months ended 30 April 2017: approximately HK\$166.6 million). Cost of sales mainly comprised cost of machinery, equipment and parts, depreciation, freight and transportation costs, repairs and maintenance costs, and staff costs for operators, technicians and inspectors. The increase was mainly driven by the increase in revenue for the nine months ended 30 April 2018 as well as the associated increase in depreciation, freight and transportation costs, and staff costs of operators and technicians.

### Gross profit and gross profit margin

The Group's gross profit increased by approximately 109.1% from approximately HK\$32.0 million for the nine months ended 30 April 2017 to approximately HK\$66.9 million for the nine months ended 30 April 2018, with gross profit margin at approximately 15.9% (nine months ended 30 April 2017: approximately 16.1%). The increase in gross profit was mainly due to the increase in gross profit of the sales segment by approximately HK\$20.6 million and the leasing segment by approximately HK\$13.4 million, which was in line with the increase in revenue for the nine months ended 30 April 2018.

### Other income

The Group recognised other income of approximately HK\$0.9 million and approximately HK\$1.6 million for the nine months ended 30 April 2017 and 2018, respectively. The increase was mainly due to the gain on disposal of a motor vehicle of approximately HK\$0.3 million and the reversal of allowance for trade receivables of approximately HK\$0.8 million.

### **Administrative and other operating expenses**

The administrative expenses decreased by approximately HK\$1.4 million or 7.7% from approximately HK\$18.2 million for the nine months ended 30 April 2017 to approximately HK\$16.8 million for the nine months ended 30 April 2018. The decrease in administrative expenses was mainly attributable to the absence of non-recurring listing expenses for the nine months ended 30 April 2018 as compared to the listing expenses of approximately HK\$4.3 million for the nine months ended 30 April 2017, which was partially offset by the increases in staff costs (including Directors' emoluments) of approximately HK\$1.5 million, insurance expenses of approximately HK\$0.5 million and legal and professional fees of approximately HK\$0.5 million for the nine months ended 30 April 2018.

### **Finance costs**

The finance costs increased by approximately HK\$1.2 million or 150% from approximately HK\$0.8 million for the nine months ended 30 April 2017 to approximately HK\$2.0 million for the nine months ended 30 April 2018. The increase was in line with the increase in total debt (including finance lease payables) for the nine months ended 30 April 2018 as compared to those of the same period last year.

### **Income tax expense**

The income tax expense increased by approximately HK\$5.4 million or 174.2% from approximately HK\$3.1 million for the nine months ended 30 April 2017 to approximately HK\$8.5 million for the nine months ended 30 April 2018 because of the increase in taxable income for the nine months ended 30 April 2018.

### **Profit and total comprehensive income for the period**

As a result of the foregoing, the Group's profit and total comprehensive income for the period increased by approximately 282.4% from approximately HK\$10.8 million for the nine months ended 30 April 2017 to approximately HK\$41.3 million for the nine months ended 30 April 2018. The net profit margin of the Group increased to 9.8% for the nine months ended 30 April 2018 as compared to 5.5% for the nine months ended 30 April 2017.

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 30 April 2018, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and 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"), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were set out as follows:

### Interests in the Company

*Long position in the shares of the Company*

Name of Directors	Nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
Mr. Chow Luen Fat ("Mr. Chow")	Interest in a controlled corporation ( <i>Note</i> )	750,000,000	75%
Ms. Cheng Ju Wen ("Ms. Cheng")	Interest in a controlled corporation ( <i>Note</i> )	750,000,000	75%

*Note:* These shares are held by Generous Way which is beneficially owned as to 50% by Mr. Chow, the chairman of the Board (the "Chairman"), the chief executive officer and an executive Director and 50% by Ms. Cheng, the non-executive Director. Mr. Chow and Ms. Cheng are spouses. Under the SFO, each of Mr. Chow and Ms. Cheng is deemed to be interested in the same number of shares held by Generous Way.

**Interests in associated corporation of the Company***Long position in the shares of associated corporation*

Name of Directors	Name of associated corporation	Nature of interest	Number of ordinary shares held	Percentage of shareholding
Mr. Chow	Generous Way	Beneficial owner	50	50%
Ms. Cheng	Generous Way	Beneficial owner	50	50%

Save as disclosed above, as at 30 April 2018, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

**INTERESTS OF SUBSTANTIAL SHAREHOLDER**

As at 30 April 2018, so far as the Directors are aware, the following entity (other than the Directors and the chief executive of the Company) had interests or short position in the shares or underlying shares of the Company, which would fall to be disclosed 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:

*Long position in the shares of the Company*

Name of shareholder	Nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
Generous Way	Beneficial owner	750,000,000	75%

Save as disclosed above, as at 30 April 2018, the Directors were not aware of any persons who or entities which had interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed 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 pursuant to Section 336 of the SFO.

## CORPORATE GOVERNANCE PRACTICES

Code provision A.2.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”) stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chow is the Chairman and the chief executive officer of the Company. In view of the fact that Mr. Chow is one of the founders of the Group and has been operating and managing the Group since its establishment in 2001, all the other Directors believe that the vesting of the roles of chairman and chief executive officer in Mr. Chow is beneficial to the business operations and management of the Group and will provide a strong and consistent leadership to the Group. Accordingly, the Company has not segregated the roles of its chairman and chief executive officer as required by the said code provision.

Save for the deviation from code provision A.2.1 as mentioned above, the Board is satisfied that the Company had complied with all the code provisions of the CG Code during the nine months ended 30 April 2018.

## SHARE OPTION SCHEME

The share option scheme of the Company (the “**Share Option Scheme**”) is a share incentive scheme prepared in accordance with Chapter 23 of the GEM Listing Rules. The Share Option Scheme was adopted on 30 June 2017. No share options were granted or agreed to be granted under the Share Option Scheme from the date of its adoption to 30 April 2018 and up to the date of this report.

## INTERESTS IN COMPETING BUSINESS

During the nine months ended 30 April 2018, the Directors were not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective close associates that had competed or might compete with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

## INTERESTS OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Southwest Securities (HK) Capital Limited (“**Southwest Securities**”) to be its compliance adviser. As at 30 April 2018, as notified by Southwest Securities, save for the compliance adviser agreement entered into between the Company and Southwest Securities dated 4 July 2017, neither Southwest Securities nor any of its directors, employees or close associates had any interests in relation to the Company.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 30 April 2018.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) as contained in Rules 5.48 to 5.67 of the GEM Listing Rules as its required standard for Directors’ dealing in the securities of the Company. Following a specific enquiry made by the Company on each of the Directors, each Director has confirmed that he/she had complied with the Required Standard of Dealings during the nine months ended 30 April 2018.

## AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Law Tze Lun, Mr. Wong Man Hin Raymond and Mr. Kwok Siu Man. Mr. Law Tze Lun is the chairman of the Audit Committee. The Audit Committee has reviewed the Unaudited Consolidated Financial Statements and the quarterly report and is of the view that such statements and the quarterly report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosure has been made.

By order of the Board  
**Tak Lee Machinery Holdings Limited**  
**Chow Luen Fat**  
*Chairman and Chief Executive Officer*

Hong Kong, 7 June 2018

*As at the date of this report, the executive Directors are Mr. Chow Luen Fat (chairman and chief executive officer), Ms. Liu Shuk Yee and Ms. Ng Wai Ying; the non-executive Director is Ms. Cheng Ju Wen; and the independent non-executive Directors are Mr. Kwok Siu Man, Mr. Law Tze Lun and Mr. Wong Man Hin Raymond.*