

HANVEY GROUP HOLDINGS LIMITED 恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8219



2018

Third Quarterly Report
第三季度報告

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

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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 of the Stock Exchange 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 Hanvey Group Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 enquires, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

香港聯合交易所有限公司(「聯交所」) GEM 的特色

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

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

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本報告的資料乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)而刊載，旨在提供有關恆偉集團控股有限公司(「**本公司**」)之資料，本公司董事(「**董事**」)願就本報告的資料共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

Summary 概要

- Revenue for the nine months ended 30 September 2018 amounted to approximately HK\$114.73 million (nine months ended 30 September 2017: approximately HK\$114.00 million), representing an increase of approximately 0.6% as compared with corresponding period.
 - Loss attributable to owners of the Company for the nine months ended 30 September 2018 amounted to approximately HK\$7.53 million (nine months ended 30 September 2017: profit approximately HK\$3.09 million).
 - Basic loss per share for the nine months ended 30 September 2018 amounted to approximately HK0.75 cent (basic earning per share for the nine months ended 30 September 2017: HK0.31 cent).
- 截至2018年9月30日止九個月的收益約為114.73百萬港元(截至2017年9月30日止九個月:約114.00百萬港元), 相較去年同期增長約0.6%。
 - 截至2018年9月30日止九個月, 本公司擁有人應佔虧損約為7.53百萬港元(截至2017年9月30日止九個月: 溢利約3.09百萬港元)。
 - 截至2018年9月30日止九個月, 每股基本虧損約為0.75港仙(截至2017年9月30日止九個月: 每股基本盈利為0.31港仙)。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited) 簡明綜合損益及其他全面收益表(未經審核)

The board of directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months and nine months ended 30 September 2018 together with the comparative unaudited figures for the corresponding period in 2017, as follows:

本公司董事會(「**董事會**」)謹此宣佈，本公司及其附屬公司(統稱「**本集團**」)截至2018年9月30日止三個月及九個月的未經審核簡明綜合業績以及2017年同期的未經審核比較數字如下：

		Notes 附註	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	3	37,741	48,365	114,729	113,996
Cost of sales	銷售成本		(20,834)	(29,884)	(75,081)	(75,629)
Gross profit	毛利		16,907	18,481	39,648	38,367
Other income, gains and losses	其他收入、收益及虧損		866	1,086	1,939	1,849
Selling and distribution expenses	銷售及分銷開支		(1,697)	(1,234)	(4,356)	(3,821)
Administrative expenses	行政開支		(10,933)	(10,161)	(26,873)	(25,256)
Finance costs	財務成本		(1,006)	(1,209)	(3,178)	(3,542)
Listing expenses	上市費用		(7,538)	(15)	(13,048)	(4,504)
Profit (loss) before taxation	除稅前溢利(虧損)	5	(3,401)	6,948	(5,868)	3,093
Income tax expenses	所得稅開支	6	(1,155)	-	(1,666)	-
Profit (loss) for the period	期內溢利(虧損)		(4,556)	6,948	(7,534)	3,093
Other comprehensive income	其他全面收入					
Exchange differences arising on translation	換算產生的匯兌差額		(528)	(1,379)	(399)	(2,112)
Other comprehensive loss for the period, net of tax	期內其他全面虧損，扣除稅項		(528)	(1,379)	(399)	(2,112)
Total comprehensive income (loss) for the period	期內全面收入(虧損)總額		(5,084)	5,569	(7,933)	981
Profit (loss) for the period attributable to:	應佔期內溢利(虧損)：					
Owners of the Company	本公司擁有人		(4,556)	6,948	(7,534)	3,093
Total comprehensive income for the period attributable to:	應佔期內全面收入總額：					
Owners of the Company	本公司擁有人		(5,084)	5,569	(7,933)	981
Earning (loss) per share – basic and diluted	每股盈利(虧損) – 基本及攤薄	8	HK(0.46) cent 港仙	HK0.69 cent 港仙	HK(0.75) cent 港仙	HK0.31 cent 港仙

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

		Share capital	Share premium	Exchange reserves	Other reserves	Retained earnings	Total
		股本	股份溢價	匯兌儲備	其他儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance at 31 December 2016 (audited)	於2016年12月31日的結餘(經審核)	1,000	-	(927)	-	27,377	27,450
Profit for the period	期內溢利	-	-	-	-	3,093	3,093
Transfer to other reserves	轉撥至其他儲備	(1,000)	-	-	1,000	-	-
Other comprehensive loss	其他全面虧損	-	-	(2,112)	-	-	(2,112)
Total comprehensive income	全面收入總額	-	-	(2,112)	-	3,093	981
At 30 September 2017 (unaudited)	於2017年9月30日(未經審核)	-	-	(3,039)	1,000	30,470	28,431
At 31 December 2017 (audited)	於2017年12月31日(經審核)	-	-	(437)	1,000	31,337	31,900
Capitalisation issue (note 1)	資本化發行(附註1)	7,500	(7,500)	-	-	-	-
Issue of new shares by way of share offer (note 2)	通過股份發售發行新股份(附註2)	2,500	60,000	-	-	-	62,500
Transaction costs attributable to issue of new shares	發行新股份的交易成本	-	(10,156)	-	-	-	(10,156)
Loss for the period	期內虧損	-	-	-	-	(7,534)	(7,534)
Other comprehensive loss	其他全面虧損	-	-	(399)	-	-	(399)
Total comprehensive loss	全面虧損總額	-	-	(399)	-	(7,534)	(7,933)
Balance at 30 September 2018 (unaudited)	於2018年9月30日的結餘(未經審核)	10,000	42,344	(836)	1,000	23,803	76,311

Notes:

- Pursuant to a resolution in writing passed by all the shareholders of the Company on 20 June 2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$10,000,000 by the creation of additional 9,962,000,000 shares. Pursuant to the capitalisation issue of the Company passed by all the shareholders of the Company on 20 June 2018, additional 749,999,999 shares were allotted and issued to Million Easy Enterprises Ltd on 20 June 2018.
- The Company was successfully listed on the GEM of the Stock Exchange on 12 July 2018 by way of share offer of 25,000,000 public offer share and 225,000,000 placing shares respectively at the offer price of HK\$0.25 per share, the net proceeds were approximately HK\$34,500,000. The proceeds were proposed to be used to finance the implementation plan as set forth in the section headed "Future Plans and Use of Proceeds" of the Company's prospectus dated 28 June 2018 (the "Prospectus").

附註：

- 根據本公司全體股東於2018年6月20日通過的書面決議案，本公司通過增設9,962,000,000股股份將法定股本由380,000港元增至10,000,000港元。根據本公司全體股東於2018年6月20日通過的本公司之資本化發行，萬宜集團有限公司於2018年6月20日獲額外配發及發行749,999,999股股份。
- 2018年7月12日，本公司通過以每股股份0.25港元的發售價分別發售25,000,000股公開發售股份及225,000,000股配售股份成功於聯交所GEM上市，所得款項淨額約為34,500,000港元。所得款項計劃用於撥付實施計劃(載於本公司於2018年6月28日刊發的招股章程(「招股章程」)[未來計劃及所得款項用途]一節)所需資金。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. CORPORATE INFORMATION

The Company was incorporated in Cayman Islands on 12 June 2017 as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The addresses of the registered office and principal place of business of the Company are stated in the section headed “Corporate Information” of the prospectus of the Prospectus.

The Company is an investment holding company and its subsidiaries are principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing (“ODM”) basis for watch manufacturers, brand owners and watch importers across the globe.

The Historical Financial Information is presented in (“HK\$” or “HKD”) which is also the functional currency of the Company and its subsidiaries. All values are rounded to the nearest thousand (“HK\$’000”), except where otherwise indicated.

2. BASIS OF PREPARATION

This condensed consolidated quarterly financial information for the nine months ended 30 September 2018 has been prepared in accordance with Hong Kong Financial Reporting Standard (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of GEM Listing Rules and the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

The quarterly report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the financial information of the Group for the year ended 31 December 2017 presented in the Appendix I (the “Accountant’s Report”) to the Prospectus.

The accounting policies adopted are consistent with those of the financial statement for the year ended 31 December 2017, as described in the Accountant’s Report. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group.

1. 公司資料

本公司於2017年6月12日在開曼群島根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)註冊成立為獲豁免有限公司。本公司註冊辦事處地址及主要營業地點載於本公司的招股章程「公司資料」一節。

本公司為投資控股公司，其附屬公司主要從事按原設計製造(「ODM」)基準為全球手錶製造商、品牌擁有人及手錶進口商設計及開發、製造及分銷手錶產品。

過往財務資料以(「港元」)呈列，港元亦為本公司及其附屬公司的功能貨幣。除非另有指示，否則所有金額均約整至最接近的千位數(「千港元」)。

2. 編製基準

本截至2018年9月30日止九個月的簡明綜合季度財務資料乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則和香港法例第622章公司條例的適用披露要求而編製。

本季度報告不包括一般載於年度財務報告的所有附註。因此，本報告須與招股章程附錄一(「會計師報告」)所載本集團截至2017年12月31日止年度的財務資料一併閱讀。

已採用的會計政策與會計師報告所述截至2017年12月31日止年度財務報表所採用者相同。採用與本集團有關及自本期間起生效的新訂及經修訂香港財務報告準則對本集團業績及財務狀況並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3. REVENUE AND SEGMENT INFORMATION

Information reported to the chief executive officer of the Company, being the chief operating decision makers (“CODMs”) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group currently operates in the manufacturing and trading business of watches. A single management team reports to the CODMs who comprehensively manages the entire business. Accordingly, the Group does not have separate reportable segments.

Geographical information

The Group’s revenue is mainly derived from customers located in the Hong Kong, Brazil, India and Saudi Arabia. The Group’s revenue by the geographical location of the customers, determined based on the location to which the Group bills the customers, is detailed below:

3. 收益及分部資料

向本公司行政總裁即主要營運決策者（「主要營運決策者」）呈報以作資源分配及分部表現評估的資料乃集中於所交付或提供貨品或服務種類。本集團目前經營手錶製造及買賣業務。單一管理層團隊向全面掌管整體業務的主要營運決策者匯報。因此，本集團並無獨立可報告分部。

地理資料

本集團的收益主要來自香港、巴西、印度及沙特阿拉伯的客戶。本集團按客戶地理位置（根據本集團發出發票的客戶地點釐定）劃分的收益詳情如下：

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Hong Kong	香港	1,674	22,755	26,029	48,649
Brazil	巴西	8,542	8,079	19,322	23,653
India	印度	844	174	9,569	174
Saudi Arabia	沙特阿拉伯	3,313	764	11,126	3,455
Indonesia	印尼	8,143	–	8,143	–
UAE	阿聯酋	1,186	1,992	4,872	6,925
Others (Note)	其他(附註)	14,039	14,601	35,668	31,140
		37,741	48,365	114,729	113,996

Note: Other geographical locations are mainly located in Australia, Poland and Britain.

附註：其他地理位置主要位於澳洲、波蘭及英國。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE

4. 收益

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Finished watches	手錶成品	27,748	35,573	86,086	80,600
SKD kits	散件套件	9,491	12,072	24,097	31,649
Watch parts	手錶零件	502	720	4,546	1,747
		37,741	48,365	114,729	113,996

5. LOSS BEFORE TAXATION

5. 除稅前虧損

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	1,200	3,634	3,342	5,947

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. INCOME TAX

6. 所得稅

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Tax charge comprises:	稅項開支包括：				
Current tax	即期稅項				
– Hong Kong Profits Tax	– 香港利得稅	1,155	–	1,615	–
– PRC EIT	– 中國企業所得稅	–	–	51	–
		1,155	–	1,666	–

Hong Kong profits tax has been provided for at 16.5% on the estimated assessable profit for the nine months ended 30 September 2018 and 2017.

香港利得稅乃根據截至2018年及2017年9月30日止九個月的估計應課稅溢利按16.5%的稅率計提撥備。

The subsidiaries of the Company established in the PRC are subject to the PRC Enterprise Income Tax (“EIT”). EIT has been provided at the rate of 25% on the estimated assessable profits arising in the PRC for the nine months ended 30 September 2018 and 2017. No provision for EIT has been made for prior period as the Group has no assessable profit arising in the PRC.

本公司成立於中國的附屬公司須繳納中國企業所得稅(「企業所得稅」)。企業所得稅乃根據截至2018年及2017年9月30日止九個月於中國所得的估計應課稅溢利按25%的稅率計提撥備。由於本集團並無於中國產生應課稅溢利，故過往期間並無就企業所得稅計提撥備。

7. DIVIDEND

The Board do not declare any dividend for the nine months ended 30 September 2018 (2017: Nil).

7. 股息

董事會不宣派截至2018年9月30日止九個月的股息(2017年：零)。

8. EARNING (LOSS) PER SHARE

The calculation of earning (loss) per share for the nine months ended 30 September 2018 and 30 September 2017 are based on the profit/(loss) for the period attributable to equity owners of the Company of approximately HK\$(7.53) million and HK\$3.09 million respectively, and on the basis of 1,000,000,000 shares of the Company in issue, being the number of shares in issue immediately after the completion of listing as described in the session headed “Share Capital” of the Prospectus, as if these shares had been issued throughout the period.

8. 每股盈利(虧損)

截至2018年9月30日及2017年9月30日止九個月的每股盈利(虧損)乃根據本公司權益擁有人應佔期內溢利/(虧損)分別約(7.53)百萬港元及3.09百萬港元及基於本公司已發行的1,000,000,000股股份(即招股章程「股本」一節所述緊隨上市完成後的已發行股份數目)計算，猶如該等股份於有關期間已發行。

Diluted earnings per share were same as the basic earning (loss) per share as there were no potential dilutive ordinary shares in existence during the period.

由於在有關期間並無潛在攤薄普通股，故每股攤薄盈利與每股基本盈利(虧損)相同。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

9. RELATED PARTY TRANSACTIONS

During the reporting period, the Group entered into related parties transactions:

Name of related parties 關聯方名稱	Notes 附註	Nature of transaction 交易性質	Nine months ended 30 September 截至9月30日止九個月	
			2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Recurring:				
經常性：				
Mr. Cheuk Sin Cheong, Clement ("Mr. Cheuk") 卓善章先生(「卓先生」)	(c)	Rental expense 租金開支	540	—
Smart Hill Enterprises Limited ("Smart Hill") 慧傑企業有限公司(「慧傑」)	(a)	Rental income 租金收入	135	141
Non-recurring:				
非經常性：				
Mr. Cheuk 卓先生	(c)	Interest income 利息收入	—	261
Smart Hill 慧傑	(a)	Commission paid 已付佣金	—	159
3 Wells Group Holdings Limited 三井集團控股有限公司	(b)	Interest income 利息收入	—	64
Billion Start Enterprise Limited 億進企業有限公司	(b)	Interest income 利息收入	—	142
Million Easy Enterprises Ltd. 萬宜集團有限公司	(b)	Interest income 利息收入	113	215

Notes:

- (a) Smart Hill is connected person which is wholly-owned by the close relative of a director.
- (b) Mr. Cheuk and Ms. Au Corona Ching Mei M.H., directors of the Company, are the ultimate beneficial owner of the related company.
- (c) Mr. Cheuk, a director of the Company.

9. 關聯方交易

本集團於報告期訂立以下關聯方交易：

Nine months ended 30 September
截至9月30日止九個月

2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
135	141
—	261
—	159
—	64
—	142
113	215

附註：

- (a) 慧傑為關連人士(由董事的近親全資擁有)。
- (b) 本公司董事卓先生及歐靜美女士，M.H. 為關聯公司的最終實益擁有人。
- (c) 卓先生，本公司的一名董事。

Management Discussion and Analysis

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BUSINESS REVIEW

The Group is principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing basis for watch manufacturers, brand owners and watch importers across the globe.

The Group derives revenue mainly from the sale of: (i) finished watches, (ii) semi-knocked-down kit, and (iii) watch parts.

For the nine months ended 30 September 2018 (the “**Relevant Period**”), the Group’s revenue amounted to approximately HK\$114.73 million, increased by approximately 0.6% when compared with the corresponding period of 2017. Although the continuous trade war between US and China brings more turmoil to the global economics, we manage to maintain the revenue level due to our diversified customer base across the globe.

PROSPECTS

In terms of the expected financial and operational impacts on the Group, the Board are of the view that the success of the further expansion of our e-commerce customer base are able to further expand the source of our revenue in the future.

We intend to continue to focus on the core business, take efforts in strengthening our product design and development capability in order to maximise the long term returns of the shareholders of the Company.

業務回顧

本集團主要從事按原設計製造基準為全球手錶製造商、品牌擁有人及手錶進口商設計及開發、製造及分銷手錶產品。

本集團主要自銷售(i)手錶成品；(ii)散件套件；及(iii)手錶零件獲取收益。

截至2018年9月30日止九個月（「**有關期間**」），本集團的收益約為114.73百萬港元，較2017年同期增加約0.6%。儘管中美貿易戰持續發酵引發全球經濟動盪，但因我們在世界各地擁有多樣化的客戶群，我們得以維持收益水平。

前景

本集團的預期財務及經營影響方面，董事會認為我們成功地進一步擴大電子商務客戶群令我們日後可進一步擴展收益渠道。

我們擬繼續專注發展核心業務，致力改進產品設計及加強開發能力，為本公司股東帶來最大的長遠回報。

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FINANCIAL REVIEW

For the nine months ended 30 September 2018, the Group recorded a gross profit of approximately HK\$39.65 million, represents a growth of approximately 3.3% when compared with the same period in 2017 mainly due to the increasing revenue from watch products with higher gross profit margin, which is also accounted for the increased gross profit margin from 33.7% to 34.6%. The selling and distribution expenses for the nine months ended 30 September 2018 increased approximately 14.0% when compared with the same period in 2017. The increase is mainly due to the increase in revenue of European and Australian market during the period and its associated commission paid to our sales representative. The administrative expenses for the nine months ended 30 September 2018 increased approximately 6.4% and it is primarily due to the increase in entertainment expenses and legal and professional expenses due to the listing of the Group when compared with the same period in 2017. Finance costs of approximately HK\$3.18 million for the nine months ended 30 September 2018 decreased 10.3% when compared with the same period in 2017. It was mainly due to the decrease in bank borrowings.

The Group incurred a loss of approximately HK\$7.53 million during the Relevant Period mainly due to listing expenses of approximately HK\$13.05 million. Excluding the listing expenses of approximately HK\$13.05 million, the Group's profit during the Relevant Period was approximately HK\$5.52 million against a profit of approximately HK\$7.60 million when compared with the corresponding period of 2017.

DIVIDEND

The Board is not declaring the payment of an interim dividend for the Relevant Period.

CAPITAL STRUCTURE

The Company's shares were successfully listed on the GEM (the "Listing") on 12 July 2018 (the "Listing Date"). There has been no change in the Company's capital structure since 12 July 2018. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group's capital structure regularly.

財務回顧

截至2018年9月30日止九個月，本集團錄得毛利約39.65百萬港元，較2017年同期增加約3.3%，主要是由於來自毛利率更高的手錶產品的銷售收益增加，毛利率由33.7%增至34.6%的原因亦如此。截至2018年9月30日止九個月的銷售及分銷開支較2017年同期增加約14.0%，主要是由於該期間歐洲及澳洲市場的收益和支付予銷售代表的相關佣金增加。截至2018年9月30日止九個月的行政開支較2017年同期增加約6.4%，主要是由於本集團上市導致招待費和法律及專業費用增加。截至2018年9月30日止九個月，財務成本約為3.18百萬港元，較2017年同期減少10.3%，主要是由於銀行借款減少。

本集團於有關期間錄得虧損約7.53百萬港元，主要是由於上市費用約13.05百萬港元。不計及上市費用約13.05百萬港元，本集團於有關期間的溢利約為5.52百萬港元，而2017年同期溢利約為7.60百萬港元。

股息

有關期間內董事會並無宣派中期股息。

資本架構

2018年7月12日（「上市日期」），本公司股份成功於GEM上市（「上市」）。自2018年7月12日起，本公司資本架構並無變動。本集團的資本架構包括已發行股本及儲備。董事定期檢討本集團的資本架構。

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管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2018, the Group had cash and cash equivalents of approximately HK\$42.99 million (as at 30 September 2017: HK\$11.2 million). The current ratios (current asset divided by current liabilities) of the Group were 1.23 times and 0.87 times as at 30 September 2018 and 30 September 2017 respectively.

The Directors are of the view that at the date hereof, the Group's financial resources are sufficient to support its business and operations.

As at 30 September 2018, the gearing ratio of the Group calculated by total bank borrowings as a percentage of total equity was approximately 103.8%.

COMMITMENTS

As at 30 September 2018, the Group had no capital commitments.

The Group leases our production facilities and staff dormitories in the PRC and directors' quarter in Hong Kong under operating lease. As at 30 September 2018, our Group's operating lease commitment as a lessee amounted to approximately HK\$2.6 million (30 September 2017: approximately HK\$2.2 million).

CHARGE OVER GROUP'S ASSETS

At the end of the reporting period, the following assets were pledged to bank secure the Group's banking facilities:

流動資金及財務資源

2018年9月30日，本集團的現金及現金等價物約為42.99百萬港元（2017年9月30日：11.2百萬港元）。於2018年9月30日及2017年9月30日，本集團的流動比率（流動資產除以流動負債）分別為1.23倍及0.87倍。

董事認為，於本報告日期，本集團財務資源足以支撐其業務及營運。

於2018年9月30日，本集團的資產負債比率（按銀行借款總額佔總權益比例計算）約為103.8%。

承擔

截至2018年9月30日，本集團並無任何資本承擔。

本集團根據經營租賃租賃中國的生產設施及員工宿舍以及香港的董事宿舍。2018年9月30日，本集團作為承租人的經營租賃承擔約為2.6百萬港元（2017年9月30日：約2.2百萬港元）。

本集團資產押記

於報告期末，下列資產抵押予銀行作為本集團銀行融資的擔保：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	24,231
Other financial assets	其他金融資產	16,857
Investment properties	投資物業	15,000
Pledged bank deposits	已抵押銀行存款	21,697
		77,785

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FOREIGN EXCHANGE EXPOSURE

The Group's purchases are denominated in Hong Kong Dollars. The sales of the Group are predominantly in United States Dollars, Renminbi and Hong Kong Dollars. The Group will review and monitor from time to time the risk relating to foreign exchanges.

During the Relevant Period, the Group neither took part in any derivatives activities nor entered into any hedging activities in respect of foreign exchange risk.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2018 (31 December 2017: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2018, we had a total of 173 employees. The Company determines employee salaries based on each employee's qualifications, position and seniority. Our Group has established an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions.

EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group had no significant events occurred.

外匯風險

本集團的採購以港元計值，而銷售則以美元、人民幣及港元計值。本集團會不時檢討及監察外匯風險。

有關期間，本集團概無參與任何衍生工具活動，亦無就外匯風險訂立任何對沖活動。

或然負債

截至2018年9月30日，本集團並無重大或然負債(2017年12月31日：零)。

僱員及薪酬政策

截至2018年9月30日，我們共有173名僱員。本公司基於各僱員的資格、職位及資歷釐定其薪金。本集團已設立評估僱員表現的年度評審制度，作為釐定加薪、花紅及晉升的基準。

報告期後事件

本集團自報告期結束以來並無發生重大事件。

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USE OF PROCEEDS

During the period from the Listing Date to 30 September 2018, the Group has applied the net proceeds as follows:

所得款項用途

自上市日期至2018年9月30日，本集團使用所得款項淨額如下：

		Amount utilised up to 30 September 2018 截至2018年 9月30日	Amount unutilised as at 30 September 2018 截至2018年 9月30日
	Allocation	已動用的金額	未動用的金額
	分配額 HK\$'000 千港元	已動用的金額 HK\$'000 千港元	未動用的金額 HK\$'000 千港元
Acquisition of new production facilities	購買新生產設施	22,774	22,774
Expansion of e-commerce customer base	擴大電子商務客戶群	2,739	2,739
Strengthening of design capabilities	加強設計能力	2,200	2,200
Repayment of bank loan	償還銀行貸款	7,422	3,884
Working capital	營運資金	480	360
Total	總計	35,615	31,957

At the date of this report, the balance of net proceeds from the Listing are deposited in a licensed bank in Hong Kong.

於本報告日期，上市所得款項淨額餘額存入香港持牌銀行。

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管理層討論及分析

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

As at 30 September 2018, interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in shares of the Company:

董事及最高行政人員於本公司或其任何相聯法團之股份、相關股份及債券的權益及／或淡倉

於2018年9月30日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例）的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條須另行知會本公司及聯交所的權益或淡倉如下：

於本公司股份的好倉：

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Long position 好倉	
		Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數百分比
Mr. Cheuk Sin Cheong, Clement ("Mr. Cheuk") (Note) 卓善章先生(「卓先生」)(附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%
Ms. Au Corona Ching Mei M.H. ("Mrs. Cheuk") (Note) 歐靜美女士·M.H.(「卓太太」) (附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%

Note: 750,000,000 shares of the Company are registered in the name of Million Easy Enterprises Ltd. ("Million Easy"), the entire issued share capital of which are legally and beneficially owned by Mr. Cheuk and Mrs. Cheuk in equal shares. Under the SFO, both Mr. Cheuk and Mrs. Cheuk are deemed to be interest in all the shares of the Company held by Million Easy.

附註：750,000,000股本公司股份登記於萬宜集團有限公司(「萬宜」)名下，其全部已發行股本由卓先生及卓太太合法實益等額擁有。根據證券及期貨條例，卓先生及卓太太被視為於萬宜所持本公司全部股份中擁有權益。

Management Discussion and Analysis 管理層討論及分析

Long position in the ordinary shares of associated corporation:

於相聯法團普通股的好倉：

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/ Nature of Interest 身份/ 權益性質	Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數百分比
Mr. Cheuk 卓先生	Million Easy 萬宜	Beneficial Interest 實益權益	1 1股	50% 50%
Mrs. Cheuk 卓太太	Million Easy 萬宜	Beneficial Interest 實益權益	1 1股	50% 50%

Save as disclosed above, as at 30 September 2018, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), 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 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 relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2018年9月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條就董事的證券交易須知會本公司及聯交所的權益或淡倉。

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管理層討論及分析

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2018, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long position in shares of the Company:

Name 名稱	Capacity/Nature of Interest 身份／權益性質	Long position 好倉	
		Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數百分比
Million Easy 萬宜	Beneficial Interest 實益權益	750,000,000	75%

Save as disclosed above, as at 30 September 2018, the Directors are not aware of any other persons/entities (other than a Director) who had, or were deemed or taken to have any interests or short position in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

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

From the Listing Date to 30 September 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

主要股東於本公司之股份及相關股份的權益及／或淡倉

於2018年9月30日，除董事或本公司最高行政人員外，下列人士／實體於本公司股份或相關股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊內的權益或淡倉如下：

於本公司股份的好倉：

Name 名稱	Capacity/Nature of Interest 身份／權益性質	Long position 好倉	
		Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數百分比
Million Easy 萬宜	Beneficial Interest 實益權益	750,000,000	75%

除上文所披露者外，於2018年9月30日，據董事所知，並無任何其他人士／實體（董事除外）於本公司任何股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊內的權益或淡倉。

購買、出售或贖回本公司上市證券

自上市日期起至2018年9月30日，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

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管理層討論及分析

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as the corporate reorganisation as disclosed in the prospectus of the Company dated 28 June 2018 (the “**Prospectus**”), there was no significant investment, material acquisition and disposal of subsidiaries and associated companies by the Company for the nine months ended 30 September 2018.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Prospectus and in this report, the Group did not have other plans for material investments or capital assets for the coming year.

SHARE OPTION SCHEME

The Company has a share option scheme (the “**Share Option Scheme**”) which was approved and adopted by the shareholders of the Company by way of written resolutions passed on 20 June 2018.

No share option has been granted by the Company pursuant to the Share Option Scheme since its adoption.

COMPETING INTERESTS

For the nine months ended 30 September 2018, the Directors were not aware of any business or interest of the Directors and their respective associates (as defined under the GEM Listing Rules) that competed or might compete with the business of the Group and any other conflict of interest which any such person had or might have with the Group.

INTEREST OF COMPLIANCE ADVISER

As at 30 September 2018, except for (i) the participation of by TC Capital International Limited (“**TC Capital**”) as the sponsor in relation to the listing of the Company on GEM; and (ii) the compliance adviser agreement entered into between the Company and TC Capital dated 23 February 2018, neither TC Capital nor any of its directors, employees or close associates had any interest in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) pursuant to Rule 6A.32 of the GEM Listing Rules.

所持重大投資、重大收購或出售附屬公司及聯屬公司

除本公司於2018年6月28日刊發的招股章程(「**招股章程**」)所披露企業重組外，截至2018年9月30日止九個月，本公司並無重大投資、重大收購及出售附屬公司和聯營公司。

重大投資或資本資產之未來計劃

除招股章程及本報告所披露者外，本集團明年並無任何其他重大投資或資本資產計劃。

購股權計劃

本公司股東於2018年6月20日通過書面決議案審議及批准本公司的購股權計劃(「**購股權計劃**」)。

自購股權計劃獲採納以來，本公司並無根據購股權計劃授出購股權。

競爭權益

截至2018年9月30日止九個月，董事並無獲悉董事及彼等各自聯繫人(定義見GEM上市規則)的任何業務或權益與本集團業務競爭或可能競爭，任何該等人士與本集團亦無發生或可能發生任何其他利益衝突。

合規顧問權益

截至2018年9月30日，除(i)天財資本國際有限公司(「**天財資本**」)以保薦人身份參與本公司於GEM上市；及(ii)本公司與天財資本於2018年2月23日訂立的合規顧問協議外，天財資本、其任何董事、僱員或緊密聯繫人概無於本公司或本集團任何成員公司證券中擁有GEM上市規則第6A.32條所述的權益(包括購股權或認購該等證券的權利(如有))。

Management Discussion and Analysis

管理層討論及分析

CORPORATE GOVERNANCE CODE

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 15 to the GEM Listing Rules since the Listing Date and up to 30 September 2018, except for the deviation as specified and explained below with considered reasons for such deviations.

Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Cheuk is currently the chairman of our Board and the chief executive officer of our Company. In view that Mr. Cheuk has been assuming day-to-day responsibilities in operating and managing our Group since 1986 and the rapid development of our Group, the Board believes that with the support of Mr. Cheuk’s extensive experience and knowledge in the business of the Group, vesting the roles of both chairman of our Board and chief executive officer of our Company in Mr. Cheuk strengthens the solid and consistent leadership and thereby allows for efficient business planning and decision which is in the best interest to our Group.

The Directors consider that the deviation from provision A.2.1 of the Corporate Governance Code is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that this management structure is effective for our Group’s operations, and sufficient checks and balances are in place.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had 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. Having made specific enquiry, the Company confirms that the Directors complied with required standard of dealings and its code of conduct regarding securities transactions by Directors from the Listing Date and up to 30 September 2018.

企業管治守則

董事會認為，自上市日期以來及截至2018年9月30日，除下文已詳述合理原因的偏離外，本公司已遵守GEM上市規則附錄15所載企業管治守則（「**企業管治守則**」）的守則條文。

企業管治守則條文A.2.1規定，主席及行政總裁的角色應予以區分，不應由同一人士擔任。卓先生現為董事會主席兼本公司行政總裁。鑑於卓先生自1986年以來一直承擔本集團的日常營運及管理職責，且本集團正處於快速發展期，董事會認為，卓先生豐富的經驗與知識有利於本集團的業務，由卓先生同時擔任董事會主席及本公司行政總裁將加強本公司穩定貫徹的領導，從而實現高效的業務規劃及決策，因此符合本集團的最佳利益。

董事認為，在此情況下偏離企業管治守則條文A.2.1屬適當。故儘管存在上述情況，董事會認為該管理架構對本集團的營運有效，且已採取足夠的檢查及平衡措施。

董事進行證券交易之操守守則

本公司已採納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條所載交易規定準則。經作出特定查詢後，本公司確認自上市日期以來及截至2018年9月30日，董事已遵守交易規定準則及董事進行證券交易之操守守則。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 20 June 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and paragraph C.3 of the Corporate Governance Code. The members of the Audit Committee comprise Mr. Yu Sau Ning Homer M.H., Mr. Zhao Zhipeng and Ms. Yee Wai Fong Wendy. The chairperson of the Audit Committee is Mr. Yu Sau Ning Homer M.H..

The primary duties of the Audit Committee are mainly to make recommendations to our Board on the appointment and removal of the external auditor, review the financial statements and related materials and provide advice in respect of the financial reporting process and oversee the internal control procedures of our Group.

The financial information in this report has not been audited by the auditor of the Company, but the Audit Committee has reviewed the unaudited consolidated results of the Group for the nine months ended 30 September 2018.

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements in relation to financial conditions, results of operation and business of the Group. These statements are based on numerous assumptions regarding our Group’s present and future business strategy and the environment in which our Group will operate in the future. These forward-looking statements reflecting our Group’s current views with respect to future events are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions.

By order of the Board
HANVEY GROUP HOLDINGS LIMITED
Cheuk Sin Cheong, Clement

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 9 November 2018

As at the date of this report, the executive Directors are Mr. Cheuk Sin Cheong Clement, Ms. Au Corona Ching Mei M.H. and Ms. Cheuk Heide Oil-gei; and the independent non-executive Directors are Mr. Yu Sau Ning Homer M.H., Mr. Zhao Zhipeng and Ms. Yee Wai Fong Wendy.

審核委員會

本公司已於2018年6月20日遵照GEM上市規則第5.28至第5.33條及企業管治守則第C.3段成立審核委員會（「**審核委員會**」），並制定書面職權範圍。審核委員會的成員包括余壽寧先生，M.H.、趙志鵬先生及余惠芳女士。審核委員會主席為余壽寧先生，M.H.。

審核委員會的首要職責主要為就委任及罷免外部核數師向董事會作出推薦建議、審閱財務報表及相關資料、就財務申報程序提供意見及監督本集團的內部監控程序。

本報告所載財務資料未經本公司核數師審核，但審核委員會已審閱本集團截至2018年9月30日止九個月的未經審核綜合業績。

前瞻性陳述

本報告載有有關本集團財務狀況、經營業績及業務的前瞻性陳述。該等陳述以有關本集團現時及日後業務策略以及本集團日後經營環境的多項假設為依據。該等前瞻性陳述反映本集團現時對未來事件的觀點，並非日後表現的保證，且受若干風險、不確定因素及假設影響。

承董事會命
恆偉集團控股有限公司
董事會主席、行政總裁兼執行董事
卓善章

香港，2018年11月9日

於本報告日期，執行董事為卓善章先生、歐靜美女士，M.H.及卓凱璣女士；獨立非執行董事為余壽寧先生，M.H.、趙志鵬先生及余惠芳女士。

HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司