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HAO WEN HOLDINGS LIMITED

皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2019**

The board (“**Board**”) of directors (“**Directors**”) of Hao Wen Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the unaudited results of the Group for the three months ended 31 March 2019. This announcement, containing the full text of the 2019 first quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) in relation to information to accompany preliminary announcements of quarterly results.

By Order of the Board
Hao Wen Holdings Limited
TSUI Annie
Chairlady

Hong Kong, 10 May 2019

As at the date hereof, the Board comprises Ms. TSUI Annie and Ms. WANG Ziyi as executive Directors; and Mr. CHAN Kwan Yiu, Ms. MA Sijing and Ms. HO Yuen Ki as independent non-executive Directors.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.tricor.com.hk/webservice/008019>.



HAO WEN HOLDINGS LIMITED

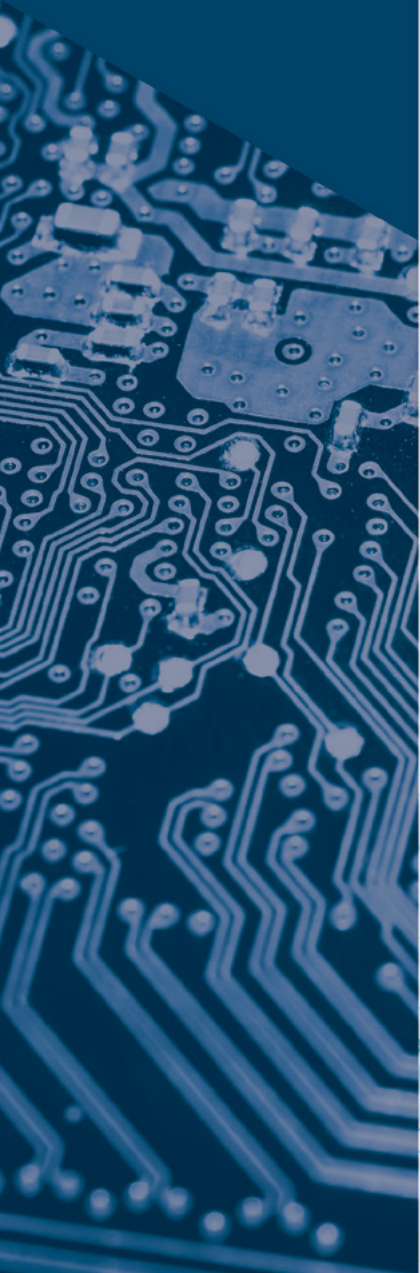
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2019

FIRST QUARTERLY REPORT



547934

Stock Code: 8019
Exchange: HKSE
Listing Date: 2014
Company Website: www.haowen.com

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 Hao Wen 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 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

- Turnover of the Group for the three months ended 31 March 2019 was approximately RMB15,493,000, representing a decrease of approximately 17.4% as compared with that of the corresponding period in 2018.
- Profit attributable to owners of the Company for the three months ended 31 March 2019 was approximately RMB2,029,000.
- Earnings per share was approximately RMB0.095 cents.
- The Board does not recommend the payment of any dividend for the three months ended 31 March 2019.

UNAUDITED FINANCIAL RESULTS

The board of directors of the Company (the “Board”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2019 (the “Period”), together with the comparative unaudited figures for the corresponding periods in last financial year, as follows:

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

For the three months ended 31 March 2019

		For the three months ended 31 March	
	Notes	2019 RMB'000	2018 RMB'000
Revenue	3	15,493	18,750
Cost of sales		(6,918)	(7,752)
Gross profit		8,575	10,998
Other gains and losses	5	578	(58)
General and administrative expenses		(5,812)	(6,259)
Profit from operations		3,341	4,681
Share of results of associates		120	143
Finance costs	6(a)	(939)	(717)
Profit before taxation	6	2,522	4,107
Income tax expenses	7	(528)	(915)
Profit for the period		1,994	3,192
Profit for the period attributable to:			
Owners of the Company		2,029	3,262
Non-controlling interests		(35)	(70)
Earnings per share			
– Basic and diluted (RMB cents)	8	0.095	0.152

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

For the three months ended 31 March 2019

	For the three months ended 31 March	
	2019 RMB'000	2018 RMB'000
Profit for the period	1,994	3,192
Other comprehensive loss, net of tax <i>Item that may be reclassified subsequently to profit or loss</i>		
Exchange differences on translating foreign operations	(11,040)	(15,200)
Total comprehensive loss for the period	(9,046)	(12,008)
Total comprehensive loss for the period attributable to:		
Owners of the Company	(9,011)	(11,938)
Non-controlling interests	(35)	(70)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 1 August 2000 as an exempted company with limited liability under the Companies Law (2000 Revision) of the Cayman Islands, and its shares have been listed on GEM of the Stock Exchange with effect from 20 July 2001. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong.

The Group is primarily engaged in money lending business and processing and trading of electronic parts.

The functional currencies of the Company and its major subsidiaries are Hong Kong dollars and Renminbi ("RMB"). For the purpose of presenting the consolidated financial statements, the Group adopted RMB as its presentation currency.

2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS"). The unaudited condensed consolidated financial statements also comply with the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The condensed consolidated financial information should be read in conjunction with the 2018 annual financial statements. The accounting policies and methods of computation used in preparation of these condensed financial information are consistent with those used in the annual financial statements for the year ended 31 December 2018 except for the adoption of the new and revised International Financial Reporting Standards ("IFRSs") which are effective for the accounting periods beginning on or after 1 January 2019 and relevant to its operations. The adoption of the new IFRSs has no material impact on the Group's results and financial position for current or prior periods. The Group has not applied any new standard or interpretation that is not yet effective for the current period, which has no material impact on the Group.

3. REVENUE

Revenue represents (i) the sales value of goods supplied to customers, which net of value added tax and is stated after deduction of any goods returns and trade discounts and, (ii) interest income earned from the money lending business.

	(Unaudited) For the three months ended 31 March	
	2019 RMB'000	2018 RMB'000
Interest income earned from the money lending business	6,846	8,811
Processing and trading of electronic parts	8,647	9,939
Total	15,493	18,750

4. SEGMENT REPORTING

Segment revenues and results

	(Unaudited)					
	For the three months ended 31 March					
	Money lending		Electronic parts		Consolidated	
	2019	2018	2019	2018	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue						
External sales	6,846	8,811	8,647	9,939	15,493	18,750
Results						
Segment results	2,561	5,544	1,728	2,186	4,289	7,730
Unallocated corporate expenses					(1,526)	(2,706)
Gain/(loss) on fair value of financial assets at fair value through profit or loss					578	(343)
Profit from operations					3,341	4,681
Share of results of associates					120	143
Finance costs					(939)	(717)
Profit before taxation					2,522	4,107
Income tax expenses					(528)	(915)
Profit for the period					1,994	3,192

5. OTHER GAINS AND LOSSES

	(Unaudited)	
	For the three months ended 31 March	
	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
Gain/(loss) on fair value of financial assets at fair value through profit or loss	578	(343)
Gain on disposal of plant and equipments	-	285
	578	(58)

6. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	(Unaudited) For the three months ended 31 March	
	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
(a) Finance costs		
Interest on unsecured bonds	705	651
Interest on borrowings	234	–
Interest on obligations under finance leases	–	66
Total finance costs	939	717
(b) Staff costs (including director's emoluments)		
– Contributions to defined contribution plans	26	33
– Salaries, wages and other benefits	596	926
Total staff costs	622	959
(c) Other items		
Depreciation	297	270
Auditors' remuneration	203	191
Cost of inventories sold	6,918	7,752

7. INCOME TAX EXPENSES

	(Unaudited) For the three months ended 31 March	
	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Current tax		
Hong Kong	528	504
PRC Enterprise Income Tax	–	411
	528	915

(i) Hong Kong profits tax

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. For the three months ended 31 March 2019, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%. For the three months ended 31 March 2018, Hong Kong profits tax was calculated at a flat rate of 16.5% of the estimated assessable profits.

(ii) Income taxes outside Hong Kong

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Company and the Company's subsidiaries registered in the BVI are not subject to any income tax in the Cayman Islands and BVI, respectively.

The subsidiary of the Company established in the PRC is generally subject to PRC Enterprise Income Tax on its taxable income at an income tax rate of 25% in respect of the Period (2018: 25%).

8. EARNINGS PER SHARE**(a) Basic earnings per share**

The calculation of the basic earnings per share for the period is based on the following data:

	(Unaudited) For the three months ended 31 March	
	2019 RMB'000	2018 RMB'000
Profit		
Profit for the purposes of basic earnings per share, profit for the three months period attributable to the owners of the Company	2,029	3,262

	(Unaudited) For the three months ended 31 March	
	2019 '000	2018 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	2,146,521	2,146,521

(b) Diluted earnings per share

Diluted earnings per share for the three months ended 31 March 2019 and 2018 were the same as the basic earnings per share. The Company's outstanding share options and warrants were not included in the calculation of diluted earnings per share because the effects of the Company's outstanding share option and warrants were anti-dilutive.

9. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Share capital	Share premium	Capital reduction reserve	Share-based compensation reserve	Financial asset at fair value through other comprehensive income reserve	Exchange reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018	36,184	357,643	495,170	7,315	-	(888)	(520,619)	374,805	(12,913)	361,892
Profit for the period	-	-	-	-	-	-	3,262	3,262	(70)	3,192
Exchange differences on translating foreign operation	-	-	-	-	-	(15,200)	-	(15,200)	-	(15,200)
Total comprehensive loss for the three months ended 31 March 2018	-	-	-	-	-	(15,200)	3,262	(11,938)	(70)	(12,008)
At 31 March 2018	36,184	357,643	495,170	7,315	-	(16,088)	(517,357)	362,867	(12,983)	349,884
At 1 January 2019	36,184	357,643	495,170	7,315	(9,677)	20,259	(525,232)	381,662	(13,105)	368,557
Profit for the period	-	-	-	-	-	-	2,029	2,029	(35)	1,994
Exchange differences on translating foreign operation	-	-	-	-	-	(11,040)	-	(11,040)	-	(11,040)
Total comprehensive loss for the three months ended 31 March 2019	-	-	-	-	-	(11,040)	2,029	(9,011)	(35)	(9,046)
At 31 March 2019	36,184	357,643	495,170	7,315	(9,677)	9,219	(523,203)	372,651	(13,140)	359,511

10. DIVIDEND

The board of directors do not recommend the payment of any dividend for the Period (2018: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the three months ended 31 March 2019, the Group recorded an unaudited consolidated turnover of approximately RMB15,493,000 (2018: RMB18,750,000), which represented a decrease of approximately 17.4% as compared with that of the corresponding period in 2018.

The decrease of turnover was mainly attributed to the drop in revenue from the money lending business and the processing and trading of electronic parts. Interest income earned from the money lending business decreased by approximately RMB1,965,000 or 22.3% as compared with the corresponding period in 2018. The revenue from processing and trading of electronic parts decreased by approximately RMB1,292,000 or 13.0% as compared with corresponding period in 2018.

The other gains and losses were turnaround from a net unrealised loss of approximately RMB343,000 to net unrealised gain of approximately RMB578,000, which recorded from the listed securities portfolio held by the Group as at 31 March 2019.

The general and administrative expenses for the Period dropped by approximately RMB447,000 or 7.1% as compared with the corresponding period in 2018. The decrease was mainly attributed to less corporate exercise incurred during the Period compared with the corresponding period in 2018.

Finance costs for the Period increased by approximately RMB222,000 or 31.0% as compared with the corresponding period in 2018. The finance costs for the Period represented the interest expenses on the unsecured bonds and borrowings issued in the corresponding period in 2018.

Profit attributable to owners of the Company for the Period amounted to RMB2,029,000 (2018: RMB3,262,000), which represented a decrease of approximately RMB1,233,000 or 37.8% as compared with the corresponding period in 2018.

BUSINESS REVIEW AND FUTURE PROSPECT

During the Period, the Group continued to focus on money lending business and processing and trading of electronic parts.

The Group engaged in money lending business by providing both secured and unsecured loans to individuals and corporate customers. We provide personal loans, mortgage loans and corporate loans. Due to the decrease demand in the loan market in Hong Kong, the Group recorded a decline of 22.3% in revenue from money lending business as compared with the corresponding period in 2018. Interest income earned from the money lending business was approximately RMB6,846,000 during the Period, which represented approximately 44.2% of the total revenue. The Group engaged in sourcing, processing, and sales of computer-related and smartphone-related electronic parts and components, such as CPU, LED screen panel, hard-disk, and smartphone chipsets and lens. Due to unfavourable economic environment and keen competition on electronics parts business which lead to a slightly drop of 13.0% in revenue as compared with the corresponding period in 2018.

Looking forward, the Group considers that it is vital and necessary for the Group to dedicate more efforts on the processing and trading of electronics parts business with the view to achieving product upgrade and takes various cost-savings and quality improvement measures for the business.

CHARGES ON GROUP ASSETS

As at 31 March 2019, none of the assets of the Group has been pledged to secure any loan granted to the Group (31 December 2018: Nil).

CAPITAL COMMITMENT

As at 31 March 2019, the Group did not have any material capital commitment (31 December 2018: Nil).

USE OF PROCEEDS

The Company would like to provide information on the use of proceeds as follows:

		Original intended use of proceeds stated in announcement dated 2 December 2015 <i>HK\$</i>	Actual use of proceeds as at the date of this report <i>HK\$</i>	Remaining balance <i>HK\$</i>	Progress
Rights issue	Development of money lending business	200,000,000	200,000,000	–	Used as intended
	Future acquisition or investments	40,760,000	31,068,000	9,692,000	Used as intended and the remaining balance unchanged with the original plan
		240,760,000	231,068,000	9,692,000	

The Group utilised the proceeds from the rights issue of approximately HK\$200,000,000 to meet the demand from several customers in the money lending business. The proceeds of approximately HK\$31,068,000 used for acquisition of Reach Solution Technology Limited and available-for-sale financial assets.

The Group intends to apply the remaining proceeds in the manner as stated in the announcements dated 2 December 2015. However, the Directors will constantly evaluate the Group's objective and may change or modify its plans in face of the changing market condition to attain sustainable business growth of the Group.

SIGNIFICANT INVESTMENTS

The Group had no significant investments during the Period.

MATERIAL ACQUISITION AND DISPOSAL

The Group had no material acquisition nor disposal during the Period.

EMPLOYEE INFORMATION

As at 31 March 2019, the Group has about 49 employees working in Hong Kong and in the PRC. The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

GEARING RATIO

As at 31 March 2019, the Group's gearing ratio, being the ratio of total liabilities to total assets, was approximately 14.0% (31 December 2018: 14.2%).

BONDS

On 12 January 2018, the Company has issued an unsecured bonds to an independent third party with principal amount of HK\$30,000,000 and with effective interest rate of 11% per annum. The maturity date of which is 3 years.

CONTINGENT LIABILITIES

As at 31 March 2019, the Group did not have any material contingent liabilities.

OTHER INFORMATION

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

As at 31 March 2019, 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 Securities and Futures Ordinance, Chapter 571 under the Laws of Hong Kong ("SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have 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 the Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 31 March 2019, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, there is no person (other than the Directors and chief executive of the Company) had, or was deemed or taken to have, an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group.

SHARE OPTION

The Company has adopted the existing share option scheme (the "Share Option Scheme") on 24 September 2009. The scheme mandate limit of which has been refreshed at the annual general meeting of the Company on 19 May 2017. During the Period, no share options were granted, exercised, cancelled nor lapsed. As at 31 March 2019, there were outstanding 160,850 options.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

As at 31 March 2019, save for the Share Option Scheme, neither the Company nor any of its subsidiaries was a party to any arrangements to enable the Directors and chief executives of the Company 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 none of the Directors, chief executives or their 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.

COMPETING INTEREST

The Directors are not aware of any business or interest of the Directors, the controlling shareholder(s) and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Period.

AUDIT COMMITTEE

The Company established an audit committee ("Audit Committee") in July 2001 with terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include the review and supervision of the financial reporting process and the internal control and risk management systems of the Group on ongoing basis. During the Period, the Audit Committee comprised of three members and all of whom are independent non-executive Directors. Mr. CHAN Kwan Yiu who possess appropriate professional qualifications, accounting and related financial management expertise, is the Chairperson of the Audit Committee. The Audit Committee meets at least quarterly. The Group's unaudited results for the Period have been reviewed by the Audit Committee, and it was in its opinion that the preparation of such results complied with the applicable standards and statutory requirements and the requirements of the Stock Exchange. During the Period, no material matters were identified and reported by the Audit Committee to the Board.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period.

EVENTS AFTER THE REPORTING PERIOD

The Group has no material events after the reporting period.

By Order of the Board
Hao Wen Holdings Limited
TSUI Annie
Chairperson

Hong Kong, 10 May 2019

As at the date of this report, the Board comprises the following Directors:

Executive Directors:

Ms. TSUI Annie
Ms. WANG Ziyi

Independent non-executive Directors:

Mr. CHAN Kwan Yiu
Ms. MA Sijing
Ms. HO Yuen Ki