



**Glory Flame Holdings Limited**

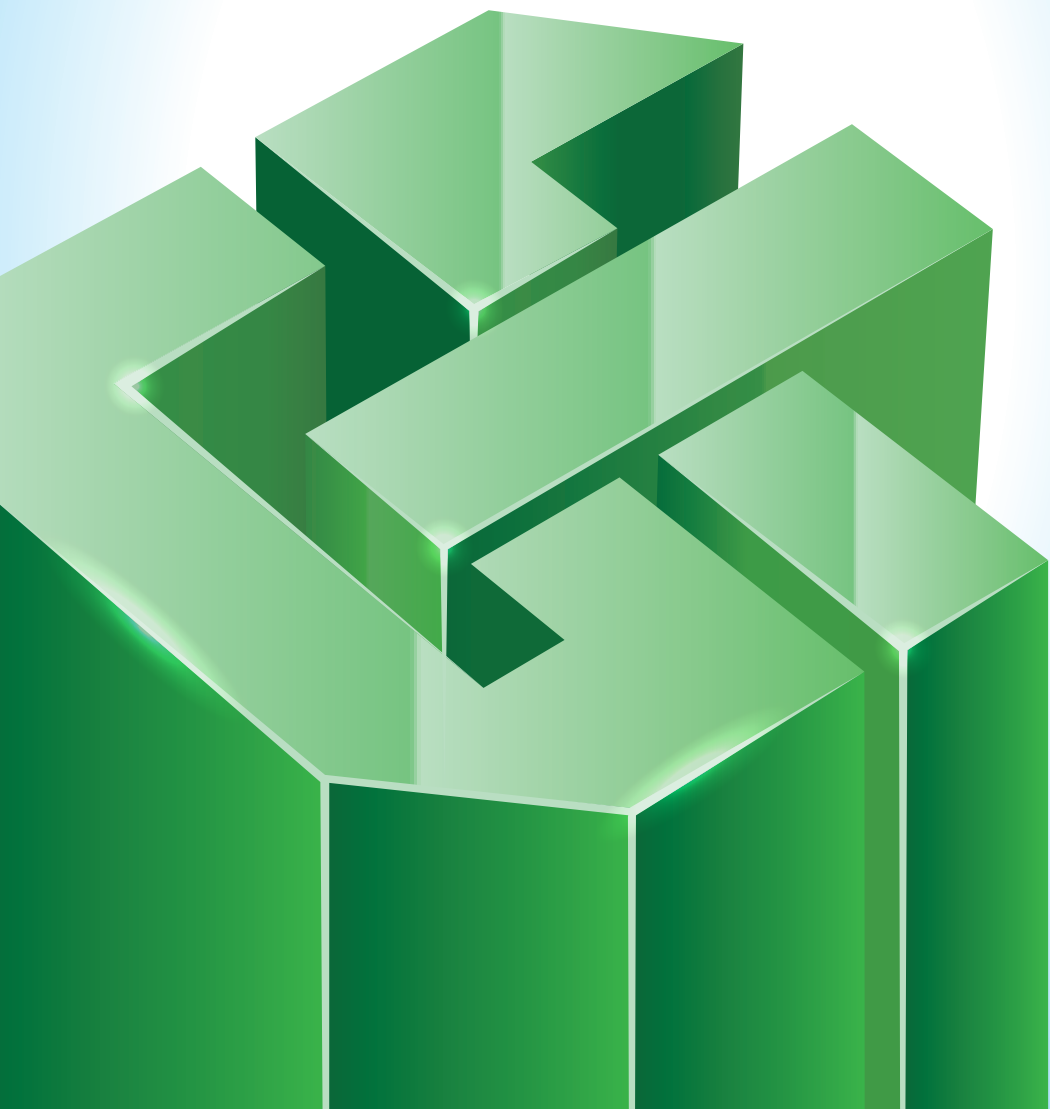
**朝威控股有限公司**

*(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 : 8059

**2019** Third Quarterly Report  
第三季度報告



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

**GEM has been positioned as a market designed to accommodate 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.**

**The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors. Given the emerging nature of companies listed on GEM, 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.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors”) of Glory Flame 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.*

**香港聯合交易所有限公司(「聯交所」)  
GEM的特色**

GEM乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應瞭解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

GEM的較高風險及其他特色，表示GEM較適合專業及其他經驗豐富的投資者。由於GEM上市公司的新興性質使然，在GEM買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關朝威控股有限公司(「本公司」)的資料，本公司董事(「董事」)對本報告共同及個別承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺騙成分，亦無遺漏任何其他事項，致使本報告或其所載任何聲明產生誤導。

## FINANCIAL HIGHLIGHTS

For the nine months ended 30 September 2019, the operating results of the Group were as follows:

- Revenue amounted to approximately HK\$70.2 million (nine months ended 30 September 2018: approximately HK\$115.1 million), representing a decrease of approximately 39.0% as compared with the corresponding period of last year.
- Net loss amounted to approximately HK\$18.3 million as compared to net loss of approximately HK\$133.3 million for the corresponding period of last year.
- Basic and diluted loss per share based on weighted average number of ordinary shares was approximately HK1.81 cents (nine months ended 30 September 2018: basic and diluted loss per share of approximately HK13.10 cents).
- The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2019 (nine months ended 30 September 2018: Nil).

## 財務摘要

截至二零一九年九月三十日止九個月，本集團經營業績如下：

- 收益約為70,200,000港元(截至二零一八年九月三十日止九個月：約115,100,000港元)，較上年同期減少約39.0%。
- 淨虧損約為18,300,000港元，上年同期淨虧損約為133,300,000港元。
- 按普通股加權平均數計算的每股基本及攤薄虧損約為1.81港仙(截至二零一八年九月三十日止九個月：每股基本及攤薄虧損約13.10港仙)。
- 董事會建議不派付截至二零一九年九月三十日止九個月的中期股息(截至二零一八年九月三十日止九個月：無)。

## THIRD QUARTERLY RESULTS

The board (“Board”) of Directors is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the nine months ended 30 September 2019 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period in 2018, as follows:–

## 第三季度業績

董事會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一九年九月三十日止九個月(「報告期」)的未經審核簡明綜合業績，連同二零一八年同期的未經審核比較數字如下：–

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

For the nine months ended 30 September 2019

**簡明綜合損益及其他全面收入  
表 (未經審核)**

截至二零一九年九月三十日止九個月

		<b>Nine months ended</b>		
		<b>30 September</b>		
		截至九月三十日止九個月		
		2019	2018	
		二零一九年	二零一八年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	3	70,178	115,111
Cost of sales	銷售成本		<u>(46,671)</u>	<u>(95,235)</u>
Gross profit	毛利		23,507	19,876
Other income and net gains/(loss)	其他收入及 淨溢利/(虧損)		968	(34,868)
Administrative and other operating expenses	行政及其他營運開支		<u>(39,829)</u>	<u>(116,626)</u>
Operating loss	營運虧損	4	<u>(15,354)</u>	<u>(131,618)</u>
Finance costs	融資成本		<u>(2,963)</u>	<u>(1,500)</u>
Loss before income tax	除所得稅前虧損		<u>(18,317)</u>	<u>(133,118)</u>
Income tax expense	所得稅開支	5	—	(165)
Loss for the period	期內虧損		<u><u>(18,317)</u></u>	<u><u>(133,283)</u></u>
Other comprehensive loss: Item that may be reclassified to profit or loss	其他全面虧損： 可能重新分類為 損益的項目		<u>(2,568)</u>	<u>(243)</u>
Total comprehensive loss for the period	期內全面虧損總額		<u><u>(20,885)</u></u>	<u><u>(133,526)</u></u>
Loss for the period attributable to:	以下人士應佔期內 虧損：			
Owners of the Company	本公司擁有人		<u>(18,255)</u>	<u>(128,870)</u>
Non-controlling interests	非控股權益		<u>(62)</u>	<u>(4,413)</u>
			<u><u>(18,317)</u></u>	<u><u>(133,283)</u></u>
Total comprehensive loss for the period attributable to:	以下人士應佔期內 全面虧損總額：			
Owners of the Company	本公司擁有人		<u>(19,998)</u>	<u>(130,059)</u>
Non-controlling interests	非控股權益		<u>(887)</u>	<u>(3,467)</u>
Total comprehensive loss for the period	期內全面虧損總額		<u><u>(20,885)</u></u>	<u><u>(133,526)</u></u>
			<b>HK cents</b>	<b>HK cents</b>
			<b>港仙</b>	<b>港仙</b>
Basic and diluted loss per share	每股基本及攤薄虧損	7	<u><u>(1.81)</u></u>	<u><u>(13.10)</u></u>

**CONDENSED CONSOLIDATED STATEMENT OF  
CHANGE IN EQUITY (UNAUDITED)**

For the nine months ended 30 September 2019

**簡明綜合權益變動表  
(未經審核)**

截至二零一九年九月三十日止九個月

		Combined/ share capital 合併/股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Share-based payment 以股份為 基礎之付款 HK\$'000 千港元	Foreign currency translation reserve 外匯 匯兌儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained earnings/ (Accumulated losses) 保留盈利/ (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non- controlling interest 非控股權益 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日結餘	10,106	268,953	15,800	4,764	(3,289)	(1,672)	(190,465)	104,197	(61)	104,136
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	—	—	—	—	(1,743)	—	(18,255)	(19,998)	(887)	(20,885)
Balance at 30 September 2019 (unaudited)	於二零一九年九月三十日結餘(未經審核)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>4,764</u>	<u>(5,032)</u>	<u>(1,672)</u>	<u>(208,720)</u>	<u>84,199</u>	<u>(948)</u>	<u>83,251</u>
Balance at 1 January 2018	於二零一八年一月一日結餘	9,297	230,122	15,800	10,707	414	(1,672)	(22,402)	242,266	(920)	241,346
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	—	—	—	—	(1,189)	—	(128,870)	(130,059)	(3,467)	(133,526)
Issue of new shares upon exercise of share options	因行使購股權而發行新股份	809	38,831	—	—	—	—	—	39,640	—	39,640
Acquisition of 61% equity interest in a subsidiary through capital injection	通過注資收購一間附屬公司61%股權	—	—	—	—	—	—	—	—	3,504	3,504
Share option scheme:	購股權計劃:										
— Value of employee services	— 僱員服務之價值	—	—	—	18,923	—	—	—	18,923	—	18,923
— Value of consultancy services	— 顧問服務之價值	—	—	—	1,876	—	—	—	1,876	—	1,876
Acquisition of non-controlling interests	收購非控股權益	—	—	—	—	—	—	—	—	—	—
		809	38,831	—	20,799	(1,189)	—	(128,870)	(69,620)	37	(69,583)
Balance at 30 September 2018 (unaudited)	於二零一八年九月三十日結餘(未經審核)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>31,506</u>	<u>(775)</u>	<u>(1,672)</u>	<u>(151,272)</u>	<u>172,646</u>	<u>(883)</u>	<u>171,763</u>

**NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL INFORMATION**

*For the nine months ended 30 September 2019*

**1. GENERAL INFORMATION**

Glory Flame Holdings Limited was incorporated in the Cayman Islands on 25 April 2014 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 15 August 2014.

The address of the Company’s registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in Hong Kong is Suite 3513, 35th Floor, Tower 6, the Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (collectively referred as to the “Group”) are engaged in (i) provision of construction services and building materials supply (the “Construction Business”), (ii) sales of agriculture-related products (the “Agriculture Business”), (iii) trading of clean coal and others (the “Trading Business”), and (iv) provision of financial services (the “Financial Services”).

**未經審核簡明綜合財務資料  
附註**

截至二零一九年九月三十日止九個月

**1. 一般資料**

朝威控股有限公司於二零一四年四月二十五日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，其股份自二零一四年八月十五日起在香港聯合交易所有限公司（「聯交所」）GEM上市。

本公司的註冊辦事處位於 Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的香港主要營業地點位於香港九龍尖沙咀海港城港威大廈6座35樓3513室。本公司為投資控股公司。本公司及其附屬公司（統稱「本集團」）的主要業務為(i)提供建築服務及樓宇材料供應（「建築業務」），(ii)銷售農業相關產品（「農業業務」），(iii)買賣清潔煤及其他（「貿易業務」）及(iv)提供金融服務（「金融服務」）。

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared by the Directors in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the GEM Listing Rules. HKFRSs include Hong Kong Accounting Standards and interpretations. Intra-group balances and transactions, if any, have been fully and properly eliminated. The accounting policies and basis of preparation adopted in the preparation of the financial statements for the nine months ended 30 September 2019 are consistent with those adopted in the annual financial statements of the Company for the year ended 31 December 2018 except for those new and revised HKFRSs and interpretation issued by the HKICPA that are adopted for the first time for the current periods in the financial statements.

Except for HKFRS 16 “Lease”, the adoption of the new and revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the six months ended 30 June 2019. The Group transitioned to HKFRS 16 in accordance with the modified retrospective approach and therefore comparative figures were not restated. Upon application of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 “Leases”. These lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The associated right-of-use assets were measured at the amount equal to the respective lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised as at 31 December 2018.

The financial statements for the nine months ended 30 September 2019 have not been audited by the Company’s independent auditors, but have been reviewed by the Company’s audit committee.

## 2. 編製基準

董事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上市規則的披露規定編製截至二零一九年九月三十日止九個月的未經審核簡明綜合財務報表。香港財務報告準則包括香港會計準則及詮釋。集團內公司間結餘及交易（如有）已全部及妥善予以抵銷。編製截至二零一九年九月三十日止九個月的財務報表採納的會計政策及編製基準與截至二零一八年十二月三十一日止年度本公司年度財務報表所採納者一致，惟於本期間於財務報表首次採納的香港會計師公會頒佈的該等新訂及經修訂香港財務報告準則及詮釋除外。

除香港財務報告準則第16號「租賃」外，採納新訂及經修訂香港財務報告準則並無對此等截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表造成重大影響。本集團已根據修改追溯法過渡至香港財務報告準則第16號，因此，比較數字並未重列。於應用香港財務報告準則第16號後，本集團就過往按香港會計準則第17號「租賃」相關原則分類為「經營租賃」的租賃確認租賃負債。該等租賃負債按餘下租賃付款的現值進行計量，並使用承租人截至二零一九年一月一日的增量借貸利率作出貼現。相關使用權資產按各自租賃負債的等值金額進行計量，並使用與於二零一八年十二月三十一日確認的租賃相關的任何預付或應計租賃付款金額作出調整。

截至二零一九年九月三十日止九個月的財務報表未經本公司獨立核數師審核，但已由本公司審核委員會審閱。

## 2. BASIS OF PREPARATION (Continued)

The financial statements for the nine months ended 30 September 2019 are presented in Hong Kong dollars (“HK\$”), which is the same functional currency of the Company.

## 3. REVENUE

Revenue recognised during the nine months ended 30 September 2019 are as follows:

## 2. 編製基準(續)

截至二零一九年九月三十日止九個月的財務報表以港元(「港元」)呈列，與本公司的功能貨幣相同。

## 3. 收益

截至二零一九年九月三十日止九個月確認的收益如下：

		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Turnover</b>	<b>營業額</b>		
<b>Construction Business</b>	<b>建築業務</b>		
— Provision of concrete demolition and construction engineering services	— 提供混凝土拆卸及建築工程服務	46,634	64,720
— Manufacturing and trading of prefabricated precast construction components	— 裝配式建築預製組件製造及貿易	21,046	4,670
<b>Trading Business</b>	<b>貿易業務</b>		
— Trading of clean coal	— 買賣清潔煤	948	36,214
— Others (note)	— 其他(附註)	—	8,299
<b>Agriculture Business</b>	<b>農業業務</b>		
Trading of ecological LED Cultivation Cabinet	環保LED生態種植櫃貿易	—	890
<b>Financial Services</b>	<b>金融服務</b>		
Provision of insurance brokerage and consultancy services	提供保險經紀及諮詢服務	1,550	318
		<b>70,178</b>	<b>115,111</b>

Note: Others represents other solid fuel and electrical appliances.

附註：其他指其他固體燃料及電器。



#### 4. OPERATING LOSS

An analysis of the amounts presented as operating items charged/(credited) in the financial information is set out below:

#### 4. 營運虧損

下文載列在財務資料內扣除／(計入)並列為營運項目之金額分析：

		Nine months ended	
		30 September	
		截至九月三十日止九個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Share option expenses	購股權開支	—	20,799
Staff cost, including directors' remuneration	員工成本，包括董事酬金	25,767	27,697
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,148	7,660
Depreciation of right-of-use assets	使用權資產折舊	4,546	—
Write-off of property, plant and equipment	撤銷物業、廠房及設備	113	242
Impairment loss on trade receivables	貿易應收款項減值虧損	2,744	24,112
Impairment loss on trade deposits	交易按金減值虧損	—	20,054
Loss on sales of financial assets at fair value through profit or loss	出售按公平值計入損益賬之金融資產之虧損	—	35,651
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	—	(80)

## 5. INCOME TAX EXPENSE

Hong Kong profits tax	香港利得稅
PRC Enterprise income tax	中國企業所得稅
Reversal of deferred income tax	遞延所得稅撥回

Hong Kong profits tax is calculated at a rate of 16.5% (2018: 16.5%) on the estimated assessable profit of the Group arising in or derived from Hong Kong for the period.

Provision for taxation for subsidiaries that are subject to Enterprise Income tax in the PRC is calculated at the appropriate current rates of taxation ruling in the PRC.

## 6. DIVIDEND

The Board does not recommend the payment of dividend for the nine months ended 30 September 2019 (2018: nil).

## 5. 所得稅開支

Nine months ended	
30 September	
截至九月三十日止九個月	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)
—	239
—	25
—	(99)
<u>—</u>	<u>165</u>

香港利得稅按期內本集團產生自或源自香港的估計應課稅溢利以16.5% (二零一八年：16.5%) 的稅率計算。

須繳納中國企業所得稅的附屬公司的稅項撥備按中國通行的現時合適稅率計算。

## 6. 股息

董事會不建議派付截至二零一九年九月三十日止九個月的股息 (二零一八年：無)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The principal activity of the Company is investment holding. For the nine ended 30 September 2019 (the “Reporting Period”), the Group mainly engaged in (i) provision of construction services and building materials supply (the “Construction Business”), (ii) Sales of agriculture-related products (the “Agriculture Business”), (iii) trading of clean coal and others (the “Trading Business”), and (iv) provision of financial services (the “Financial Services”).

#### Construction Business

##### (a) *Concrete demolition services and construction works*

Concrete demolition is one of the areas of the construction industry in Hong Kong. The Group’s concrete demolition services were mainly concerned with the removal of pieces or section of concrete from concrete structures by applying a variety of methods, such as core drilling, sawing, bursting and crushing. Concrete demolition services are usually performed by subcontractors in general building works, especially for alteration and redevelopment projects; and civil engineering works. Concrete demolition work can be applied in various situations, such as the construction of underground utilities, creation of openings for elevator, door, and window installation, redevelopment of buildings, roads, tunnels and underground facilities, removal of concrete during building construction and the preparation of road surfaces.

## 管理層討論及分析

### 業務回顧及展望

本公司的主要活動為投資控股。截至二零一九年九月三十日止九個月（「報告期」），本集團主要從事(i)提供建築服務及樓宇材料供應（「建築業務」）、(ii)銷售農業相關產品（「農業業務」）、(iii)買賣清潔煤及其他（「貿易業務」）及(iv)提供金融服務（「金融服務」）。

#### 建築業務

##### (a) *混凝土拆卸服務及建築工程*

混凝土拆卸行業為香港建築行業特定領域之一。本集團的混凝土拆卸服務主要涉及透過採用各種方法，例如鑽取土芯、鋸切、逼裂及鉗碎等，移除混凝土結構的混凝土塊或組件。混凝土拆卸服務通常為分包商於一般建築工程，特別是改建及重建工程；及土木工程所進行運作。混凝土拆卸工程可用於地下公共設施建設、電梯開口、門窗安裝、樓宇、道路、隧道及地下設施重建、建築施工過程中混凝土拆除及路面製備。



(b) *Prefabricated precast construction*

Prefabricated precast construction is a new kind of architecture with the construction process. That is splitting the traditional building products into precast reinforced concrete member produced in the factory and transported to the construction site for assembling into a whole building. Precast concrete contributes to green building practices as it can be very durable and energy-efficient. Prefabricated precast construction also reduces construction waste and debris on construction site as the precast concrete components are factory-made and employed by exact-batching technologies. In the 13th Five Year Plan for “Building Energy Efficiency and Green Building Development” released by the Ministry of Housing and Urban-Rural Development of China in February 2017, Chinese government set out the goals to achieve on the development of green by 2020. Driven by the growth in infrastructure investment and industrialization and increase in new construction projects in the emerging countries, the Group expects that the global precast concrete construction market is poised to grow strong.

The Group strives to drive its growth in Construction Business by tapping into the emerging markets. The Group has been working in close cooperation with a high-tech construction company based in Guangdong (“Guangdong Construction Company”) to explore the prefabricated precast construction projects in the countries along the Belt and Road. The Guangdong Construction Company focuses on residential industrialization with innovation architectural design and technology. It possesses a talented project team fort the prefabricated precast construction and also has a strong business connection with the countries in Asia and Africa. In July 2019, the Group entered into a framework agreement with the Guangdong Construction Company and an agent of an Australian construction company in relation to a prefabricated precast construction project for building duplex houses in Australia with the total contract sum of approximately HK\$45.0 million.

(b) *装配式建築*

装配式建築是將傳統建築產品分拆成於工廠生產的預製鋼筋混凝土部件並運輸至施工現場組裝成完整建築的一種新型建築形式。預製混凝土非常耐用及節能，有助於綠色建築實踐。由於預製混凝土部件乃於工廠生產並採用精確的配料技術，装配式建築亦減少施工現場的建築垃圾及瓦礫。根據中國住建部於二零一七年二月發佈之「建築節能及綠色建築發展」十三五規劃，中國政府提出了於二零二零年前實現綠色建築發展的目標。受新興國家基礎設施投資及工業化增長以及新建築項目增加的驅動，本集團預期全球装配式混凝土建築市場的增長勢頭強勁。

本集團致力透過進入新興市場驅動其建築業務增長。本集團現正與基於廣東的高科技建築公司（「廣東建築公司」）緊密合作，以發掘一帶一路倡議所惠及國家的装配式建築項目。廣東建築公司專注於使用創新建築設計及技術的住宅產業化。其擁有專業的装配式建築項目團隊，亦與亞洲及非洲國家擁有穩固的業務聯繫。於二零一九年七月，本集團就澳洲使用装配式建築技術的雙聯式住宅建築項目與廣東建築公司及澳洲建築公司代理訂立框架協議，合約總額為約45,000,000港元。

## Agriculture Business

Under the globally increasing concerns about healthy living and food security, the Group believes that the demand for green food will continue to rise. The Group has now been formulating the business strategy and plan for the Agriculture Business and also initiating the negotiation with certain agribusinesses to explore the feasibility of cooperation to develop the business in relation to agricultural produce and its related products.

On 22 July 2019, the Company and Hubei Bio-great Agricultural Technology Co., Ltd\* (湖北凱瑞百穀農業科技股份有限公司) (the “Target Company”), a company established in the People’s Republic of China (the “PRC”) with limited liability, entered into a non-legally binding cooperative intent agreement (the “Intent Agreement”) in relation to the proposed investment (the “Proposed Investment”) in the Target Company. It was proposed that the Company shall invest in the Target Company by way of subscription of 51% or more of the registered capital of the Target Company.

Pursuant to the Intent Agreement, the Company intended to invest in and cooperate with the Target Company to expand high-tech seed industry projects through the development of potatoes and agricultural products cold chain, processing, logistics and distribution centers, leisure sightseeing agricultural tourism and large scale construction, etc.

## 農業業務

在全球對健康生活及食品安全關注日益提升的情況下，本集團認為，對綠色食品的需求將繼續增加。本集團現時正制定農業業務的業務策略及計劃，並已與若干農業綜合企業開展討論，以探討公司發展農作物及農業相關產品業務的可行性。

於二零一九年七月二十二日，本公司與湖北凱瑞百穀農業科技股份有限公司（「目標公司」，一間於中華人民共和國（「中國」）成立的有限公司）就建議投資目標公司（「建議投資」）訂立不具法律約束力的合作意向協議（「意向協議」）。本公司擬透過認購目標公司51%或以上註冊資本，以此來投資目標公司。

根據意向協議，本公司有意投資目標公司並與其合作，以透過發展土豆及農產品冷鏈、加工、物流及分銷中心、休閒觀光農業旅遊及大型工程等擴展高科技種業項目。

\* For identification purpose only

\* 僅供識別

In February 2016, the Ministry of Agriculture released its “Suggestions for Promoting the Development of the Potato Industry”. The document sets up goals for China’s potato industry development to expand the area of growing potato to more than 100 million mu by year 2020. By the time, the proportion of suitable varieties for potato staple food processing will reach approximately 30% and the consumption of potato staple food will account for 30% of total consumption of potatoes in China. It also sets out that, in order to implement the spirit of Document No.1 of the Central Committee and the national strategic development on food safety under the new situation, promote the structural reform from the agricultural supply side, transform the mode of agricultural development, and speed up the agricultural transformation and upgrading, the potatoes shall be considered as the staple food products for the development of industry, to establish the concept of health and scientific guidance of consumption, promote the steadiness of grain and growth of income, and improve the quality and efficiency as well as sustainable development of agriculture. The Group considers that the Group shall seize the business opportunity of the agriculture transformation in China that comes to support the agricultural development and introduce the best products and technologies.

### **Trading Business**

Trading Business primarily comprised the trading of clean coal. Its coal resource was from the Ordos City, Inner Mongolia, the PRC. During the Reporting Period, the Group decided to suspend the clean coal trading business as it had operated at a loss. Given the current cost structure of the clean coal trading business, the Group believes that, notwithstanding its initiatives in reviewing the supply chain operations and re-negotiating contract terms with the customers and business partners, it would be challenging to turn around this business segment without significantly upscaling the working capital and other capital expenditure.

於二零一六年二月，農業部發佈《關於推進馬鈴薯產業開發的指導意見》。文件提出，中國馬鈴薯產業發展的目標為到二零二零年馬鈴薯種植面積擴大到1億畝以上。屆時，中國馬鈴薯作為主食加工的適用品種將達到約30%，馬鈴薯作為主食的消耗將佔全國馬鈴薯總消耗的30%。文件亦提出，為落實新形勢下中央委員會1號文件的精神及國家食物安全的戰略發展，促進農業供給側方面的結構性改革，轉變農業發展模式，以及加速農業轉型及升級，就產業發展而言，馬鈴薯須作為主食產品，以建立健康科學的消費指導理念，提升糧食的穩定性及收益增長，以及改善農業質量及效益以及可持續發展。本集團認為本集團應抓住中國支持農業發展及引進優良產品及技術進行農業轉型的商機。

### **貿易業務**

貿易業務主要包括買賣清潔煤。其煤資源來自中國內蒙鄂爾多斯市之清潔煤。於報告期內，本集團決定暫停經營處於虧損狀態的清潔煤貿易業務。鑒於目前清潔煤貿易業務的成本結構，儘管本集團初步審查其供應鏈營運及與客戶及業務夥伴重新協定合約條款，本集團認為，若不顯著提升該分部營運資金及其他資金開支，本集團將該業務分部扭虧為盈將面臨一定挑戰。





## **Construction Business**

Construction Business comprises 1) provision of concrete demolition and construction engineering services (the “Construction Services”) and 2) manufacturing and trading of prefabricated precast construction components (the “Prefabricated Precast Construction”).

For the Reporting Period, revenue attributable to Construction Business was approximately HK\$67.7 million, representing a decrease of approximately HK\$1.7 million or 2.5% as compared with approximately HK\$69.4 million for PE2018. The decrease was primarily due to a decrease of approximately HK\$18.1 million in revenue from Construction Services, primarily resulting from a decrease of HK\$20.1 million in revenue from the construction project of Shatin to Central Link that was terminated in October 2018, but offset by an increase of approximately HK\$16.4 million in revenue from provision for construction services and Prefabricated Precast Construction.

## **Agriculture Business**

In year 2018, the Group decided to suspend the business plan for the LED cultivation cabinets and its related products due to the economic downturn in the PRC and fierce competition in the hydroponic market. As a result, the Group recorded no revenue from Agriculture Business during the Reporting Period.

Revenue of approximately HK\$0.9 million was generated from sales and leasing of the hydroponic planting racks for PE2018.

## **建築業務**

建築業務包括1) 提供混凝土拆卸及建築工程服務(「建築服務」)及2) 裝配式建築預製組件製造及貿易(「裝配式建築」)。

於報告期內，建築業務的收益為約67,700,000港元，較二零一八年期間的約69,400,000港元減少約1,700,000港元或2.5%。該減少主要由於建築服務之收益減少約18,100,000港元，主要因為於二零一八年十月終止的沙中線建築項目收益減少約20,100,000港元，但為提供裝配式建築之收益增加約16,400,000港元所抵銷。

## **農業業務**

於二零一八年，因中國經濟下滑及水耕市場競爭激烈，本集團決定暫停LED種植櫃及其相關產品的業務計劃。因此，於報告期內本集團並無錄得農業業務的收益。

於二零一八年期間，銷售及租賃水培種植架產生收益約900,000港元。

### **Trading Business**

For the Reporting Period, revenue attributable to the Trading Business was approximately HK\$0.9 million, representing a decrease of approximately HK\$43.6 million as compared to HK\$44.5 million for PE2018. The Group has ground to halt for Trading Business as it operated at a loss.

### **Financial Services**

For the Reporting Period, revenue attributable to the provision of financial services was approximately HK\$1.6 million as compared to HK\$0.3 million for PE2018. The revenue was generated primarily from insurance brokerage fee income.

### **Gross Profit and Gross Profit Margin**

Gross profit increased by HK\$3.6 million from approximately HK\$19.9 million for PE2018 to approximately HK\$23.5 million for the Reporting Period, representing an increase of approximately 18.1%. Such increase was mainly due to a combined effect of (i) an increase of approximately HK\$7.7 million in gross profit attributable to Construction Business; (ii) a decrease of approximately HK\$3.6 million in gross profit attributable to Trading Business; and (iii) a decrease of approximately HK\$0.5 million in gross profit attributable to Agriculture Business.

Gross profit margin increased from 17.3% for PE2018 to 33.5% for the Reporting Period. The increase was mainly due to an improvement in gross profit margin attributable to Construction Business and a decline in revenue from Trading Business which had a lower gross profit margin.

### **貿易業務**

於報告期內，貿易業務的收益為約900,000港元，較二零一八年期間的44,500,000港元減少約43,600,000港元。本集團已全部暫停經營處於虧損狀態的貿易業務。

### **金融服務**

於報告期內，提供金融服務錄得收益約1,600,000港元，二零一八年期間則錄得300,000港元。收益主要產生自保險經紀費收入。

### **毛利及毛利率**

毛利由二零一八年期間的約19,900,000港元增加3,600,000港元或18.1%至報告期的約23,500,000港元。該增加主要由於以下因素之綜合影響：(i)建築業務應佔毛利增加約7,700,000港元；(ii)貿易業務應佔毛利減少約3,600,000港元；及(iii)農業業務應佔毛利減少約500,000港元。

於報告期內，毛利率由二零一八年期間的17.3%增至33.5%。該增加主要由於建築業務應佔毛利改善而毛利率較低之貿易業務收益減少。

### *Administrative and Other Operating Expenses*

General and administrative expenses decreased by HK\$76.8 million from approximately HK\$116.6 million for PE2018 to approximately HK\$39.8 million for the Reporting Period. The decrease was primarily due to (i) a decrease of approximately HK\$20.8 million in share option expenses in respect of grant of share options to the Directors, employees and a consultant of the Group during PE2018, (ii) a decrease of approximately HK\$6.4 million in the operating cost for the suspended Trading Business and Agriculture Business, (iii) a decrease of approximately HK\$21.4 million in provision for impairment loss on trade receivables during the Reporting Period, and (iv) a decrease of approximately HK\$20.1 million in provision for impairment loss on trade deposits during the Reporting Period.

### *Loss Attributable to Owners of the Company*

Net loss attributable to the owners of the Company decreased by approximately HK\$110.6 million from approximately HK\$128.9 million for PE2018 to approximately HK\$18.3 million for the Reporting Period. The decrease was primarily due to a combined effect of (i) a decrease of HK\$76.8 million in administrative and other operation expenses as compared to PE2018; (ii) a net loss of HK\$35.7 million on financial assets at fair value through profit or loss was recognised for PE2018; (iii) an increase of HK\$3.6 million in gross profit as compared to PE2018; and (iv) an increase of HK\$1.5 million in finance costs as compared to PE2018.

### *行政及其他營運開支*

一般及行政開支由二零一八年期間約116,600,000港元減少76,800,000港元至報告期的約39,800,000港元。該減少主要由於以下因素的綜合影響：(i)就於二零一八年期間向董事、本集團僱員及顧問授出購股權導致購股權開支減少約20,800,000港元，(ii)貿易業務及農業業務的經營開支減少約6,400,000港元，(iii)報告期內的貿易應收款項減值虧損撥備減少約21,400,000港元及(iv)報告期內交易按金減值虧損撥備減少約20,100,000港元。

### *本公司擁有人應佔虧損*

本公司擁有人應佔虧損淨額由二零一八年期間的約128,900,000港元減少約110,600,000港元至報告期的約18,300,000港元。該減少乃主要由於以下因素的綜合影響：(i)行政及其他營運開支比二零一八年期間減少76,800,000港元；(ii)按公平值計入損益之金融資產之淨虧損35,700,000港元於二零一八年期間確認；(iii)毛利比二零一八年期間上升3,600,000港元；及(iv)融資成本比二零一八年期間增加1,500,000港元。

## Liquidity, Financial Resources, and Capital Structure

As at 30 September 2019, the Group's current assets amounted to approximately HK\$129.9 million, of which approximately HK\$26.2 million was cash and cash equivalents, and approximately HK\$95.1 million were trade and other receivables. Current liabilities were approximately HK\$67.3 million, of which approximately HK\$18.2 million were trade and other payables and approximately HK\$45.8 million were an interest-bearing loan and debenture. The Group's net current assets were approximately HK\$62.6 million as at 30 September 2019. The gearing ratio of the Group as at 30 September 2019 (defined as total borrowings including interest bearing and non-interest bearing, divided by the Group's total equity) was approximately 0.12 as compared to approximately 0.38 as at 31 December 2018.

### Treasury Policy

The Group adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the Reporting Period.

The Group strove to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitored from time to time the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements.

### Foreign Currency Risk

The Group mainly operated in Hong Kong and most of the operating transactions, revenue, expenses, monetary assets and liabilities were denominated in Hong Kong dollar. As such, our Directors were of the view that the Group's risk in foreign exchange was insignificant and that the Group had sufficient resources to meet foreign exchange requirements. Therefore, the Group had not engaged in any derivative to hedge its exposure to foreign exchange risk.

## 流動資金、財務資源及資本架構

於二零一九年九月三十日，本集團的流動資產約為129,900,000港元，其中約26,200,000港元為現金及現金等價物及約95,100,000港元為貿易及其他應收款項。流動負債約為67,300,000港元，其中約18,200,000港元為貿易及其他應付款項及約45,800,000港元為計息貸款及債券。於二零一九年九月三十日，本集團的流動資產淨值約為62,600,000港元。於二零一九年九月三十日，本集團的資產負債比率（按借貸總額（包括計息及不計息）除以本集團總權益計算）約為0.12，而於二零一八年十二月三十一日約為0.38。

### 庫務政策

本集團對其庫務政策採取審慎的財務管理方針，在整個報告期內維持穩健的流動資金狀況。

本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會不時密切監視本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構符合其資金需求。

### 外匯風險

由於本集團主要於香港營運，其大部分經營交易、收益、開支、貨幣資產及負債均以港元計值，故董事相信本集團外匯風險屬輕微，而本集團有足夠資源應付其外匯需要。因此，本集團並無使用任何衍生工具對沖其外匯風險。

## Material Acquisitions and Disposal of Subsidiaries and Associated Companies

On 13 March 2018, the Company entered into an sales and purchase agreement (the “Disposal Agreement”) to dispose of its entire shareholding in Mansion Point Internation Limited (“Mansion Point”), being 51% of its entire issued share capital, to an independent third party at a cash consideration of HK\$30,755,000 (the “Disposal”).

The Disposal has been completed on 10 April 2019. Mansion Point together with its subsidiaries (the “Disposal Group”) has since ceased to be subsidiaries of the Company and its financial results have no longer been consolidated into the Company’s financial statements.

## Future Business Development Plans

During the Reporting Period, the Company explores the possibility of extending the existing business segments. The Group formed three indirect wholly owned subsidiaries, namely China Real Estate Limited, Grand Shine Investment Limited and Forever International Investment Limited, to explore the business opportunities for the outlined business scopes, including (1) development of industrial park, supply chain, and property management services; (2) new model of retailing, blockchain technology and industrial innovation development, healthcare, and new energy; (3) biotechnology, modern agriculture, and cultural tourism, respectively.

During the Reporting Period, save as disclosed, the Group did not entered into any material commitments or agreements in relation to the potential business plans.

## 重大收購及出售附屬公司及聯營公司

於二零一八年三月十三日，本公司訂立一項買賣協議（「出售協議」）向一名獨立第三方出售其於Mansion Point Internation Limited（「Mansion Point」）的全部股權（即Mansion Point全部已發行股本的51%），現金代價為30,755,000港元（「出售事項」）。

出售事項已於二零一九年四月十日完成。Mansion Point及其附屬公司（「出售集團」）已不再為本公司之附屬公司，及其財務業績已不再於本公司財務報表綜合入賬。

## 未來業務發展計劃

於報告期內，本公司探尋擴充現有業務界別的可能性。本集團成立三家間接全資附屬公司，即中威置業有限公司、廣明投資有限公司及永進國際投資有限公司，分別以探尋初步企劃商業領域的商機，包括(1)開發產業園區、供應鏈，及物業管理服務；(2)新零售、區塊鏈技術及產業創新發展、大健康，及新能源；(3)生物科技、現代農業，及文化旅遊。

於報告期內，除所披露者外，本集團概無就該等潛在業務計劃訂立任何重大承諾或協議。

## Debts and Charge on Assets

As at 30 September 2019, the borrowings of the Group comprised other loan of approximately HK\$40.0 million (31 December 2018: approximately HK\$40.0 million) and 1-year 9% coupon unlisted fixed rate bonds at an aggregate nominal value of HK\$5,800,000 issued by the Company (31 December 2018: Nil). The annual interest rates of the other loan and fixed rate bonds are 7.5% per annum and 9.0% per annum, respectively. All of the borrowings are unsecured and matures within one year. It was accounted for as current liabilities of the Group. All of the above were denominated in HK Dollars.

## Employee and Remuneration Policies

As at 30 September 2019, the Group employed 139 staff. The total staff costs (including directors' emoluments) for the Reporting Period amounted to approximately HK\$25.8 million (PE2018: approximately HK\$27.7 million).

The salary and benefits of the employees of the Group were competitive. This is very important as the construction industry had been experiencing labour shortage in general. Individual performance of our employees was awarded through the Group's salary and bonus system. In addition, the Group provided adequate job training to employees in order to equip them with practical knowledge and skills for tackling challenges encountered in diverse work sites.

## Commitments and Contingent Liability

The Group did not have material capital commitments and contingent liabilities as at 30 September 2019 (31 December 2018: Nil).

## 債務及資產抵押

於二零一九年九月三十日，本集團借貸包括其他貸款約為40,000,000港元(二零一八年十二月三十一日：約40,000,000港元)及本公司所發行總本金額為5,800,000港元的一年期9%票息非上市固定利率債券(二零一八年十二月三十一日：無)。其他貸款及固定利率債券的年利率分別為7.5%及9.0%。所有借貸為無抵押及於一年內到期。借貸入賬列作本集團的流動負債。上述所有借貸均以港元計值。

## 僱員及薪酬政策

於二零一九年九月三十日，本集團共有139名員工。報告期內員工成本總額(包括董事酬金)約為25,800,000港元(二零一八年期間：約27,700,000港元)。

本集團僱員的薪金及福利均具競爭力，而由於建築行業整體上一直面臨勞工短缺，故此具競爭力的薪金及福利水平十分重要。僱員根據個人表現透過本集團薪金及花紅制度獲得回報。此外，本集團為僱員提供足夠在職培訓，以便讓僱員備有實用知識及技能，處理不同工作場所遭遇的挑戰。

## 承擔及或然負債

於二零一九年九月三十日，本集團並無重大資本承擔及或然負債(二零一八年十二月三十一日：無)。

DISCLOSURE OF INTERESTS

權益披露

**A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporation**

**A. 董事及主要行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉**

As at 30 September 2019, interests or short positions of the Directors, chief executives of the Company in the shares (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) 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:

於二零一九年九月三十日，董事、本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份（「股份」）、相關股份及債權證中擁有須(i)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彼等被當作或視作擁有的權益及淡倉），或(ii)根據證券及期貨條例第352條登記於該條例所述登記冊的權益或淡倉，或(iii)根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益或淡倉如下：

*(i) Long Position in the Shares and underlying Shares*

*(i) 於股份及相關股份的好倉*

Name of Director	Capacity/Nature of interest	Number of Shares and underlying Shares held/ interested in	Approximate percentage of shareholding
董事姓名	身份／權益性質	所持有／擁有權益的股份及相關股份數目	概約持股百分比
Zhou Jin	Beneficial owner 實益擁有人	284,500,000	28.15%



(ii) *Interests in debentures of the Company*

(ii) 於本公司債權證的權益

Name of Chief Executive	Capacity/Nature of interest	Type/Class of debentures	Amount of Bonds held/interest in
主要行政人員姓名	身份/權益性質	債權證類別/級別	持有/擁有權益的債券金額
Lai Xiaoliang 賴曉亮	Beneficial owner 實益擁有人	Fixed rate bond (Note) 定息債券(附註)	HK\$5,800,000 5,800,000港元

Note: the fixed rate bonds are freely transferrable and not convertible to the Shares of the Company

附註：定息債券可自由轉讓及不可轉換為本公司股份

(iii) As at 30 September 2019, none of the Directors or chief executive nor their associates had any short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations.

(iii) 於二零一九年九月三十日，概無董事或主要行政人員或彼等的聯繫人於本公司或其任何相聯法團的股份、相關股份或債權證中擁有任何淡倉。

**B. Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares**

**B. 主要股東及其他人士於股份及相關股份的權益及淡倉**

Save as disclosed below, as at 30 September 2019 and so far as is known to the Directors, no person other than certain Directors or chief executive of the Company had any interests or short positions in the Shares and underlying shares of the Company which were required to be recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under 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 carrying rights to vote in all circumstances at general meetings of any member of the Group.

除下文所披露者外，於二零一九年九月三十日及據董事所知悉，概無人士(本公司若干董事或主要行政人員除外)於本公司股份及相關股份中擁有須根據證券及期貨條例第336條於本公司存置的主要股東名冊記錄的任何權益或淡倉，或擁有須根據證券及期貨條例第XV部第2及3分部向本公司披露的任何權益或淡倉，或直接或間接持有附有權利可於任何情況下於本集團任何成員公司股東大會上投票的任何類別股本面值10%或以上的權益。

**B. Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares (Continued)**

**B. 主要股東及其他人士於股份及相關股份的權益及淡倉 (續)**

Name of Shareholder	Capacity/Nature of interest	Number of Shares held/ interested in	Long/Short position	Approximate percentage of shareholding
股東名稱	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	概約持股百分比
Zhu Zhou 朱洲	Beneficial owner 實益擁有人	129,000,000	Long 好倉	12.76%
Huang Cheng 黃成	Beneficial owner 實益擁有人	188,620,000	Long 好倉	18.66%

**COMPETING INTERESTS**

Having made specific enquiry to all Directors, all of them have confirmed that neither themselves nor their respective close associates (as defined in the GEM Listing Rules) held any position or had interest in any businesses or companies that were or might be competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the Reporting Period.

**競爭權益**

經向全體董事作出特定查詢後，彼等均已確認，於報告期內彼等或彼等各自的緊密聯繫人(定義見GEM上市規則)並無於與本集團業務構成或可能構成競爭的任何業務或公司出任任何職務或於當中擁有權益，或產生任何有關利益衝突的疑慮。

**PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

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

**購買、出售或贖回本公司的上市證券**

於報告期內，本公司及其任何附屬公司概無已購買、出售或贖回本公司的任何上市證券。

## CORPORATE GOVERNANCE CODE

The Corporate Governance Code (“the Code”) in Appendix 15 to the GEM Listing Rules sets out the principles of good corporate governance, code provisions and recommended best practices. Issuers are expected to comply with the code provisions or devise their own code on corporate governance on the terms they consider appropriate provided that considered reasons are given. Throughout the Reporting Period, the Company had complied with the applicable code provisions of the Code with the exception of the deviation from code provision A.2.1 of the Code as explained below:

Code provision A.2.1 of the Code requires that the roles of Chairman and chief executive officer (“CEO”) should be separate and not performed by the same individual. For the period from 1 January 2019 to 28 June 2019, Mr. Zhu Zhou (“Mr. Zhu”) was both Chairman and CEO of the Group. The Board was of the opinion that vesting the roles of both Chairman and CEO in Mr. Zhu had the benefit of ensuring consistent leadership within the Group thus enabling more effective and efficient strategic planning for the Group. The Board also believed that the balance of power and authority is not compromised and is adequately ensured by the composition of the existing Board.

Mr. Zhu resigned as chairman and CEO of the Company on 28 June 2019. Mr. Liu Yingjie has re-designated as chairman of the Company on 28 June 2019 and Mr. Lai Xiaoliang was appointed as CEO of the Company on 19 July 2019. After these changes, the Company has complied with code provision A.2.1 of the Code.

Except for the deviation from code provision A.2.1 of the Code in certain period of time as mentioned above, the Company’s corporate governance practices complied with the Code as set out in Appendix 15 to the GEM Listing Rules during the Reporting Period.

## 企業管治守則

GEM上市規則附錄15內的企業管治守則(「守則」)載列良好企業管治的原則、守則條文及建議最佳常規。發行人預期須遵守守則條文或在企業管治上按彼等認為合適的條款設立其自身的守則，惟須作出合理解析。於整段報告期內，本公司一直遵守守則的適用守則條文，惟不包括下文所述偏離守則的守則條文第A.2.1條：

守則的守則條文第A.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。於二零一九年一月一日至二零一九年六月二十八日期間，朱洲先生(「朱先生」)為本集團主席兼行政總裁。董事會認為，朱先生同時擔任主席及行政總裁有利於確保本集團內貫徹一致的領導，從而使本集團之策略規劃更有效且更具效率。董事會亦相信，權力制衡並不會受到影響，而現時董事會的組成可確保有足夠的權力制衡。

朱先生於二零一九年六月二十八日辭任本公司主席兼行政總裁。劉英傑先生於二零一九年六月二十八日調任為本公司主席。賴曉亮先生於二零一九年七月十九日獲委任為本公司行政總裁。上述變動後，本公司已遵守守則的守則條文第A.2.1條。

於報告期內，除於上述若干期間偏離守則的守則條文第A.2.1條外，本公司的企業管治常規已符合GEM上市規則附錄15所載的守則。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group had adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares (the “Code of Conduct”). Having made specific enquiries with the Directors, all Directors have confirmed that they complied with the required standards set out in the Code of Conduct during the Reporting Period.

## DIVIDEND

The Board does not recommend payment of interim dividend to shareholders of the Company for the Reporting Period (nine months ended 30 September 2018: nil).

## SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 2 August 2014 (the “Share Option Scheme”). The Share Option Scheme will be valid and effective for a period of 10 years from the date of adoption. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

Particulars of the outstanding and movement of share options under the Share Option Scheme (the “Share Options”) during the Reporting Period are as follows:

Grantee	Date of grant	Number of Share Options 購股權數目			As at 30 September 2019 於二零一九年 九月三十日	Exercise Period 行使期	Exercise price per share 每股行使價
		As at 1 January 2019 於二零一九年 一月一日	Granted during the Reporting Period 於報告期內 授出	Exercised/ Lapsed during the Reporting Period 於報告期內 已行使/失效			
Former Directors	14 June 2016	6,200,000	—	—	6,200,000	15 June 2016 to 14 June 2026	HK\$0.830
前董事	二零一六年六月十四日					二零一六年六月十五日至 二零二六年六月十四日	0.830港元
	19 June 2018	10,106,050	—	—	10,106,050	20 June 2018 to 19 June 2020	HK\$0.628
	二零一八年六月十九日					二零一八年六月二十日至 二零二零年六月十九日	0.628港元
		<u>16,306,050</u>	<u>—</u>	<u>—</u>	<u>16,306,050</u>		

## 有關董事進行證券交易的行為守則

本集團已採納GEM上市規則第5.48條至第5.67條載列的買賣規定準則；作為董事就股份進行證券交易的行為守則（「行為守則」）。經向董事作出特定查詢後，全體董事已確認彼等於報告期內一直遵守行為守則載列的規定準則。

## 股息

董事會不建議就報告期向本公司股東派付中期股息（截至二零一八年九月三十日止九個月：無）。

## 購股權計劃

本公司已於二零一四年八月二日有條件地採納購股權計劃（「購股權計劃」）。購股權計劃將自採納日期起計十年期內有效及生效。購股權計劃的條款根據GEM上市規則第23章的條文制定。

於報告期內，購股權計劃項下購股權（「購股權」）的發行及變動詳情如下：

## AUDIT COMMITTEE

The Company established an audit committee on 2 August 2014 (the “Audit Committee”) with its written terms of reference in compliance with paragraphs C.3.3 and C.3.7 of the Code. The primary duties of the Audit Committee are to review and supervise the Group’s financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. As at the date of this report, the Audit Committee consists of three members, namely, Mr. Li Kar Fai Peter (Chairman of Audit Committee), Mr. Chan Chi Pan and Mr. Cao Hongmin.

The Audit Committee has reviewed this report and the unaudited consolidated financial information of the Group for the Reporting Period.

By order of the Board  
**Glory Flame Holdings Limited**  
**Liu Yingjie**  
*Chairman*

Hong Kong, 11 November 2019

*As at the date of this report, the executive Directors are Mr. Liu Yingjie and Ms. Zhou Jin; and the independent non-executive Directors are Mr. Cao Hongmin, Mr. Chan Chi Pan and Mr. Li Kar Fai Peter.*

## 審核委員會

本公司於二零一四年八月二日成立審核委員會（「審核委員會」），並根據守則第C.3.3段及第C.3.7段制定其書面職權範圍。審核委員會的主要職責是檢討及監察本集團的財務申報程序及內部監控系統、提名及監察外聘核數師，並就企業管治相關事宜向董事會提供意見及建議。於本報告日期，審核委員會由三名成員組成，即李嘉輝先生（審核委員會主席）、陳志斌先生及曹洪民先生。

審核委員會已審閱本報告及本集團於報告期的未經審核綜合財務資料。

承董事會命  
**朝威控股有限公司**  
主席  
**劉英傑**

香港，二零一九年十一月十一日

於本報告日期，執行董事為劉英傑先生及 Zhou Jin 女士；以及獨立非執行董事為曹洪民先生、陳志斌先生及李嘉輝先生。



**Glory Flame Holdings Limited**  
**朝威控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(於開曼群島註冊成立的有限公司)