

Shen You Holdings Limited 申酉控股有限公司

(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 : 8377

2019

THIRD
QUARTERLY
REPORT

第三季度業績報告



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.

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 Shen You 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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，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之全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告(申酉控股有限公司(「本公司」)董事(「董事」)共同及個別對此負全責)乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)的規定而提供有關本公司的資料。董事經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及完整，且無誤導或欺詐成分，及並無遺漏任何事項致使本報告或其所載任何陳述產生誤導。

Financial Highlights

財務摘要

For the nine months ended 30 September 2019, the unaudited operating results of the Company and its subsidiaries (collectively, the “**Group**”) were as follows:

- revenue recorded for the nine months ended 30 September 2019 amounted to approximately HK\$45.0 million;
- loss after taxation for the nine months ended 30 September 2019 amounted to approximately HK\$3.9 million; and
- basic and diluted loss per share of the Company for the nine months ended 30 September 2019 approximately HK0.49 cents.

截至二零一九年九月三十日止九個月，本公司及其附屬公司（統稱「**本集團**」）之未經審核經營業績如下：

- 截至二零一九年九月三十日止九個月錄得收益約45.0百萬港元；
- 截至二零一九年九月三十日止九個月的除稅後虧損約為3.9百萬港元；及
- 本公司截至二零一九年九月三十日止九個的每股基本及攤薄虧損約為0.49港仙。

Financial Highlights

財務資料

FINANCIAL INFORMATION

The board of Directors of the Company (the “Board”) is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months and nine months ended 30 September 2019, together with the unaudited comparative figures for the corresponding period in 2018, which are presented in Hong Kong dollars (“HK\$”).

財務資料

本公司董事會(「董事會」)欣然宣佈本集團於截至二零一九年九月三十日止三個月及九個月的未經審核簡明綜合財務業績，連同二零一八年同期的未經審核比較數字，均以港元(「港元」)列示。

Unaudited Condensed Consolidated Statement of Profit or Loss

未經審核簡明綜合損益表

For the three months and nine months ended 30 September 2019
截至二零一九年九月三十日止三個月及九個月

		Notes 附註	For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Revenue	收益	5	16,064	16,622	44,958	46,077
Cost of sales	銷售成本		(13,433)	(13,617)	(35,929)	(36,714)
Gross profit	毛利		2,631	3,005	9,029	9,363
Other income and gains	其他收入及增益	5	848	1,604	1,820	2,478
Selling and distribution expenses	銷售及分銷開支		(1,553)	(1,630)	(4,648)	(5,098)
Administrative expenses	行政開支		(2,803)	(4,824)	(9,426)	(13,891)
Other expenses	其他開支		(27)	(38)	(206)	(398)
Finance costs	融資成本	6	(307)	(232)	(925)	(636)
LOSS BEFORE TAX	除稅前虧損	7	(1,211)	(2,115)	(4,356)	(8,182)
Income tax (expense)/credit	所得稅(開支)/抵免	8	(5)	(17)	435	840
LOSS FOR THE PERIOD	期內虧損		(1,216)	(2,132)	(3,921)	(7,342)
LOSS ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔虧損		(1,216)	(2,132)	(3,921)	(7,342)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔每股虧損	10				
Basic and diluted (expressed in HK cents per Share)	基本及攤薄(以每股港仙列示)		(0.15)	(0.27)	(0.49)	(0.92)

Unaudited Condensed Consolidated Statement of Comprehensive Income

未經審核簡明綜合全面收入表

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
LOSS FOR THE PERIOD	期內虧損	(1,216)	(2,132)	(3,921)	(7,342)
OTHER COMPREHENSIVE LOSS	其他全面虧損				
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	(1,793)	(2,598)	(2,080)	(3,240)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX	期內其他全面虧損 (已扣除稅項)	(1,793)	(2,598)	(2,080)	(3,240)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期內全面虧損總額	(3,009)	(4,730)	(6,001)	(10,582)
ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔	(3,009)	(4,730)	(6,001)	(10,582)

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

		Share capital	Share premium	Merger reserve	Statutory surplus reserve	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Accumulated losses	Total equity
		股本	股份溢價	合併儲備	法定盈餘儲備	可供出售投資重估儲備	匯兌波動儲備	累計虧損	權益總額
		HK\$'000	HK\$'000	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	千港元	千港元
As at 1 January 2018	於二零一八年一月一日	8,000	57,751	(1,000)	5,670	(825)	11,290	(2,802)	78,084
HKFRS 9 adjustment on retained earnings	保留盈利的香港財務報告準則第9號調整	-	-	-	-	825	-	(825)	-
As at 1 January 2018 (after adjustment)	於二零一八年一月一日(調整後)	8,000	57,751	(1,000)	5,670	-	11,290	(3,627)	78,084
Loss for the period	期內虧損	-	-	-	-	-	-	(7,342)	(7,342)
Other comprehensive loss for the period:	期內其他全面虧損:								
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	(3,240)	-	(3,240)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(3,240)	(7,342)	(10,582)
As at 30 September 2018 (unaudited)	於二零一八年九月三十日(未經審核)	8,000	57,751	(1,000)	5,670	-	8,050	(10,969)	67,502
As at 1 January 2019	於二零一九年一月一日	8,000	57,751	(1,000)	5,670	-	7,452	(14,767)	63,106
Loss for the period	期內虧損	-	-	-	-	-	-	(3,921)	(3,921)
Other comprehensive loss for the period:	期內其他全面虧損:								
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	(2,080)	-	(2,080)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(2,080)	(3,921)	(6,001)
As at 30 September 2019 (unaudited)	於二零一九年九月三十日(未經審核)	8,000	57,751	(1,000)	5,670	-	5,372	(18,688)	57,105

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 18 August 2016. The registered office address of the Company is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in the manufacture and trading of high performance sewing threads and broad categories of garment accessories.

The ultimate holding company of the Group is Three Gates Investment Limited, which was incorporated in the British Virgin Islands ("BVI") with limited liability and is controlled by Mr. Wong Kwok Wai, Albert.

As at the date of this report, the Company has direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

1. 公司及集團資料

本公司於二零一六年八月十八日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司，註冊辦事處位於 Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司為投資控股公司。本公司附屬公司年內主要從事優質縫紉線和各類服裝輔料生產及貿易。

本集團最終控股公司為 Three Gates Investment Limited，乃於英屬處女群島(「英屬處女群島」)註冊成立的有限公司，由黃國偉先生控制。

於本報告日期，本公司擁有其附屬公司的直接及間接權益，該等附屬公司均為私營有限公司(或倘於香港境外註冊成立，擁有於香港註冊成立私營公司之大致類似性質)，詳情載列如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊 及經營地點	Nominal value of issued ordinary/ paid-up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Strat Tech Holdings Limited	BVI 英屬處女群島	US\$1 1美元	100%	-	Investment holding 投資控股
Shen You (China) Limited 申酉(中國)有限公司	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100%	-	Investment holding 投資控股
Tseyu International Trading Company Limited	Hong Kong	HK\$5,000,000	-	100%	Trading of sewing threads and broad categories of garment accessories
至裕國際貿易有限公司	香港	5,000,000港元			縫紉線和各類服裝 輔料貿易

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊 及經營地點	Nominal value of issued ordinary/ paid-up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Newchamp Industries Limited 新中港實業有限公司	Hong Kong 香港	HK\$30,000,000 30,000,000 港元	–	100%	Trading of sewing threads 縫紉線貿易
Clolab International Limited 研衣人國際有限公司	Hong Kong 香港	HK\$10,000 10,000 港元	–	100%	Dormant 暫無業務
Cheerful Keen Limited 置富健有限公司	BVI 英屬處女群島	US\$1 1 美元	–	100%	Trading of sewing threads and broad categories of garment accessories 縫紉線和各類服裝輔料貿易
Guangzhou Xinhua Thread Company Limited *	People's Republic of China (the "PRC")/ Mainland China	HK\$56,250,000	–	100%	Manufacture and trading of sewing threads and broad categories of garment accessories 縫紉線和各類服裝輔料生產及貿易
廣州新華線業有限公司 *	中華人民共和國 (「中國」)/ 中國內地	56,250,000 港元	–	100%	Manufacture and trading of sewing threads and broad categories of garment accessories 縫紉線和各類服裝輔料生產及貿易
申酉辰鑫企業(上海)有限公司 *	PRC/Mainland China 中國/中國內地	HK\$5,000,000 5,000,000 港元	–	100%	Investment holding 投資控股
杭州新裕線業有限公司	PRC/Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	–	100%	Trading of sewing threads and broad categories of garment accessories 縫紉線和各類服裝輔料貿易

* Registered as wholly-foreign-owned enterprises under PRC law.

* 根據中國法律註冊為外商獨資企業。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

2. BASIS OF PREPARATION

The unaudited quarterly condensed consolidated financial statements of the Group for the nine months ended 30 September 2019 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the GEM Listing Rules.

The unaudited quarterly condensed consolidated financial statements of the Group do not include all the information and disclosures required in annual consolidated financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2018.

The accounting policies and methods of computation used in the preparation of these financial statements are consistent with the consolidated financial statements of the Group for the year ended 31 December 2018, except for the adoption of new and revised standards with effect from 1 January 2019 as detailed in note 3 below.

2. 編製基準

此等本集團截至二零一九年九月三十日止九個月的未經審核季度簡明綜合財務報表乃按香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務報告」和香港法例第622章公司條例及GEM上市規則的適用披露規定而編製。

此等本集團未經審核季度簡明綜合財務報表並不包括年度綜合財務報表所規定的所有資料和披露，故應與本集團截至二零一八年十二月三十一日止年度的綜合財務報表一併閱讀。

除採納自二零一九年一月一日起生效的新訂和經修訂準則(詳情載於下文附註3)外，編製此等財務報表所採用的會計政策和計算方法與本集團截至二零一八年十二月三十一日止年度的綜合財務報表所採用者一致。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards (“**HKFRS**”) (which include all HKFRS, Hong Kong Accounting Standards (“**HKAS**”) and Interpretations) issued by the HKICPA for the first time for these financial statements.

Amendments to HKFRS 9	Prepayment Features with Negative Compensation
HKFRS 16	Leases
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements 2015–2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Other than the impact of HKFRS 16 as disclosed in note 2.3 of the Group’s financial statements in the Group’s annual report for the year ended 31 December 2018, the Group expects that the adoption of the above new and revised standards will have no significant impact on these financial statements.

3. 會計政策和披露的變動

本集團已就此等財務報表採納下列由香港會計師公會頒佈的新訂和經修訂香港財務報告準則(「**香港財務報告準則**」)(包括所有香港財務報告準則、香港會計準則(「**香港會計準則**」)和詮釋)。

香港財務報告準則第9號(修訂本)	具有負補償的提前還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號(修訂本)	計劃修訂、縮減或支付
香港會計準則第28號(修訂本)	聯營公司及合營企業的長期權益
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理方法的不確定性
二零一五年至二零一七年週期的年度改進	對香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號的修訂

除本集團年報所載截至二零一八年十二月三十一日止年度的本集團財務報表附註2.3所披露的香港財務報告準則第16號的影響外，本集團預期採納上述新訂和經修訂準則將不會對此等財務報表產生重大影響。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the manufacture and selling of high performance sewing threads and broad categories of garment accessories. For management purposes, the Group operates in one business unit and has one reportable operating segment, which is the thread segment that manufactures and sells sewing threads and garment accessories. Accordingly, no further operating segment information is presented.

Geographical information

Revenue from external customers

4. 經營分部資料

本集團主要從事生產及銷售優質縫紉線和各類服裝輔料。就管理目的而言，本集團經營一個業務單位並擁有一個呈報經營分部，即生產及銷售縫紉線及服裝輔料的線料分部。因此並無呈報經營分部的其他資料。

地區資料

來自外部客戶的收益

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
PRC	中國	9,162	10,222	25,276	27,811
Overseas	海外	5,981	5,851	16,979	15,893
Hong Kong	香港	921	549	2,703	2,373
		16,064	16,622	44,958	46,077

The revenue information is based on the locations of the customers.

收益資料乃基於客戶所在地劃分。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after trade discounts and sales taxes.

An analysis of revenue is as follows:

5. 收益、其他收入及增益

收益指已售貨品的發票價值淨額(已扣除交易折扣及營業稅)。

收益的分析如下：

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Sales of goods	銷售貨品	16,064	16,622	44,958	46,077

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

5. REVENUE, OTHER INCOME AND GAINS (Continued)

5. 收益、其他收入及增益(續)

Revenue from contracts with customers

來自客戶合約的收益

(i) Disaggregated revenue information

(i) 收益分拆資料

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Type of goods	貨品種類				
Sewing threads and garment accessories	縫紉線及服裝輔料	16,064	16,622	44,958	46,077
Geographical markets	地區市場				
PRC	中國	9,162	10,222	25,276	27,811
Overseas	海外	5,981	5,851	16,979	15,893
Hong Kong	香港	921	549	2,703	2,373
Total revenue from contracts with customers	來自客戶合約的總收益	16,064	16,622	44,958	46,077
Timing of revenue recognition	確認收益的時間				
Goods transferred at a point in time	於某一時間點轉讓的貨物	16,064	16,622	44,958	46,077

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

5. 收益、其他收入及增益(續)

來自客戶合約的收益(續)

(i) 收益分拆資料(續)

下表載列於本報告期內確認收益的報告期初合約負債金額：

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Sales of goods	銷售貨品	-	-	187	39

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of industrial products

The performance obligation is satisfied upon delivery of the sewing threads and garment accessories and payment is generally due within 30 to 90 days from delivery, except for certain customers where payment in advance is required.

5. 收益、其他收入及增益(續)

來自客戶合約的收益(續)

(ii) 履行責任

有關本集團履行責任的資料概述如下：

銷售工業產品

履行責任於交付縫紉線及服裝輔料後達成，而付款通常自交付起計30至90日內到期，須預付款項的若干客戶除外。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)

Sale of industrial products (Continued)

An analysis of other income and gains is as follows:

5. 收益、其他收入及增益(續)

來自客戶合約的收益(續)

(ii) 履行責任(續)

銷售工業產品(續)

其他收入及增益的分析如下：

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Bank interest income	銀行利息收入	1	1	2	11
Exchange gains, net	匯兌增益淨值	481	1,028	517	1,235
Fair value gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值增益	27	57	76	114
Gains on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之增益	–	–	19	–
Gross rental income	租金收入總額	339	291	1,109	891
Others	其他	–	227	97	227
		848	1,604	1,820	2,478

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

6. FINANCE COSTS

An analysis of finance costs is as follows:

6. 融資成本

融資成本分析如下：

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Interest on lease liabilities	租賃負債利息	68	–	208	–
Interest on bank loans and overdrafts	銀行貸款利息及透支	239	232	717	636
		307	232	925	636

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/
(crediting):

7. 除稅前虧損

本集團的除稅前虧損已扣除／(計入)下列各項：

	For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Cost of inventories sold 已售存貨成本	13,433	13,617	35,929	36,714
Depreciation of fixed assets 固定資產折舊	295	223	880	397
Depreciation of right-of-use assets 使用權資產折舊	307	–	944	–
Recognition of prepaid lease payments for buildings 確認樓宇預付租賃款項	–	82	–	246
Minimum lease payments under operating leases: 經營租賃之最低租賃款項：				
Land and building and office equipment 土地及樓宇及辦公設備	268	496	891	1,361
Auditor's remuneration 核數師酬金	195	310	927	1,100
Employees' benefit expenses (excluding Directors' remuneration) 僱員福利開支(不包括董事薪酬)	4,042	4,935	13,097	15,077
Net exchange loss/(gain) 外匯虧損／(增益)淨額	481	(1,028)	(517)	(1,235)
(Gain)/Loss on disposal of fixed assets 出售固定資產之(增益)／虧損	–	–	(19)	322
Fair value gain on financial assets at fair value through profit or loss 按公允價值計入損益的金融資產的公允價值增益	(27)	(57)	(76)	(114)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

8. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which subsidiaries of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the nine months ended 30 September 2018 and 2019.

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in Mainland China are subject to corporate income tax at a rate of 25% on the taxable income.

8. 所得稅

本集團須按實體基準就產生或源於本集團附屬公司註冊及經營所在司法管轄區的溢利繳納所得稅。根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。

香港利得稅乃按照截至二零一八年及二零一九年九月三十日止九個月於香港產生的估計應課稅溢利按稅率 16.5% 作出撥備。

根據中國所得稅法及相關規定，於中國內地經營之附屬公司須按應課稅收入的 25% 繳納企業所得稅。

		For the three months ended 30 September 截至九月三十日止三個月		For the 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)	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)
Current — Hong Kong and Mainland China	即期 — 香港及中國內地	—	—	32	—
Deferred	遞延	5	17	(467)	(840)
Tax expense/(credit)	稅項支出/(抵免)	5	17	(435)	(840)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

9. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2019.

9. 股息

董事會不建議就截至二零一九年九月三十日止九個月派發中期股息。

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

10. 母公司擁有人應佔每股虧損

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 (unaudited) (未經審核)	2018 二零一八年 (unaudited) (未經審核)	2019 二零一九年 (unaudited) (未經審核)	2018 二零一八年 (unaudited) (未經審核)
Loss attributable to owners of the parent (HK\$'000)	母公司擁有人應佔虧損 (千港元)	1,216	2,132	3,921	7,342
Number of Shares	股份數目	800,000,000	800,000,000	800,000,000	800,000,000
Basic and diluted loss per Share (HK cents)	每股基本及攤薄虧損 (港仙)	0.15	0.27	0.49	0.92

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the manufacture and selling of high performance sewing threads and broad categories of garment accessories. It currently manufactures polyester sewing threads, which are mainly used for garments. The major product of the Group is 100% spun polyester sewing threads. Other types of sewing threads are also offered, including nylon threads, textured polyester series, elastic filament sewing threads and weft yarn. The Group's customers are located in the PRC, Hong Kong as well as overseas countries, including the United Arab Emirates ("UAE"), Mauritius, Switzerland and the United Kingdom. While the Group's customers in the PRC and Hong Kong are mainly garment manufacturers, its overseas customers are mainly wholesalers. The production facilities of the Group, where the sewing threads manufacturing process is conducted, are located in Liwan, Guangzhou.

For the nine months ended 30 September 2019, the Group's revenue decreased by approximately 2.4% as compared with that for the nine months ended 30 September 2018. The gross profit margin slightly decreased to approximately 20.1% for the nine months ended 30 September 2019 from approximately 20.3% for the same period in the preceding year.

The loss attributable to the owners of the parent decreased to approximately HK\$3.9 million for the nine months ended 30 September 2019 from approximately HK\$7.3 million for the same period in 2018, representing a decrease of approximately 46.6%. Such decrease was primarily due to the decrease in Directors' remuneration as well as staff costs for both the sales department and the administration department.

業務回顧

本集團主營業務為生產及銷售優質縫紉線和各類服裝輔料。本集團現時生產主要用於服裝的滌綸線。本集團的重點產品為100%滌綸線。本集團亦提供其他類型的縫紉線，包括尼龍縫紉線、滌綸長絲系列、高彈絲縫紉線及低彈絲。本集團的客戶位於中國、香港及世界各地，包括阿拉伯聯合酋長國（「阿聯酋」）、毛里裘斯、瑞士及英國。本集團位於中國及香港的客戶主要為服裝製造商，而其海外客戶則主要為批發商。本集團的生產設施位於廣州荔灣區，縫紉線的製造流程均於該設施中進行。

截至二零一九年九月三十日止九個月，本集團的收益較截至二零一八年九月三十日止九個月減少約2.4%。截至二零一九年九月三十日止九個月的毛利率由去年同期的約20.3%輕微下跌至約20.1%。

截至二零一九年九月三十日止九個月，母公司擁有人應佔虧損由二零一八年同期約7.3百萬港元下跌至約3.9百萬港元，跌幅約46.6%。減少乃主要由於董事酬金及銷售部門及行政部門的員工成本減少所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

Revenue

The Group's products are sold in the PRC, Hong Kong as well as overseas. The following table sets out a breakdown of the Group's revenue attributable to domestic and overseas sales of the Group's sewing threads for each of the nine months ended 30 September 2018 and 2019:

		Nine months ended 30 September 截至九月三十日止九個月				Rate of change 變動比率
		2019 二零一九年		2018 二零一八年		
		% of total revenue		% of total revenue		%
		HK\$'000 千港元	佔總收益 %	HK\$'000 千港元	佔總收益 %	%
PRC	中國	25,276	56.2	27,811	60.4	(9.1)
Overseas ^(Note)	海外 ^(附註)	16,979	37.8	15,893	34.5	6.8
Hong Kong	香港	2,703	6.0	2,373	5.1	13.9
		44,958	100.0	46,077	100.0	(2.4)

Note: For each of the nine months ended 30 September 2018 and 2019, the Group exported its products to countries including but not limited to UAE, Mauritius, Switzerland and the United Kingdom.

The Group's revenue decreased to approximately HK\$45.0 million for the nine months ended 30 September 2019 from approximately HK\$46.1 million for the nine months ended 30 September 2018, representing a decrease of approximately 2.4%. Such slight decrease was mainly attributable to the decrease in sales to the PRC market offset by a slight increase in sales to the Hong Kong and overseas markets.

財務回顧

收益

本集團的產品會於中國、香港及海外銷售。下表載列本集團於截至二零一八年及二零一九年九月三十日止九個月各期間本集團縫紉線國內外銷售額應佔收益明細：

附註：截至二零一八年及二零一九年九月三十日止九個月各期間，本集團將產品出口至多個國家，包括(但不限於)阿聯酋、毛里裘斯、瑞士及英國。

本集團的收益由截至二零一八年九月三十日止九個月約46.1百萬港元，下跌至截至二零一九年九月三十日止九個月約45.0百萬港元，下跌約2.4%。輕微下跌乃主要由於中國市場的銷售下跌，而香港及海外市場的銷售輕微增加抵銷了跌幅所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of sales

The Group's cost of sales primarily consists of direct material costs, processing fees and labour costs. The cost of sales decreased to approximately HK\$35.9 million for the nine months ended 30 September 2019 from approximately HK\$36.7 million for the nine months ended 30 September 2018, representing a decrease of approximately 2.1%. The slight decrease in the Group's cost of sales was in line with the decrease in the Group's revenue.

Gross profit and gross profit margin

The Group's gross profit decreased to approximately HK\$9.0 million for the nine months ended 30 September 2019 from approximately HK\$9.4 million for the nine months ended 30 September 2018, representing a decrease of approximately 3.6%. The slight decrease in gross profit was mainly attributable to the slight decrease in the Group's revenue. The Group's gross profit margin slightly decreased to approximately 20.1% for the nine months ended 30 September 2019 from approximately 20.3% for the nine months ended 30 September 2018.

Other gains, net

The Group recorded other gains, net of approximately HK\$1.6 million for the nine months ended 30 September 2019 as compared with other gains, net of approximately HK\$2.1 million for the nine months ended 30 September 2018. Such change was mainly attributable to the decrease in the exchange gain for the nine months ended 30 September 2019.

Selling and distribution expenses

Selling and distribution expenses mainly consist of staff costs of the sales department and transportation expenses. Selling and distribution expenses decreased to approximately HK\$4.6 million for the nine months ended 30 September 2019 from approximately HK\$5.1 million for the nine months ended 30 September 2018, representing a decrease of approximately 8.8%. The decrease in the Group's selling and distribution expenses was mainly attributable to a decrease in staff costs of the sales department.

銷售成本

本集團的銷售成本主要包括直接材料成本、加工費用及勞工成本。銷售成本由截至二零一八年九月三十日止九個月約36.7百萬港元，下跌至截至二零一九年九月三十日止九個月約35.9百萬港元，下跌約2.1%。本集團的銷售成本輕微減少與本集團收益減少的情況一致。

毛利及毛利率

本集團的毛利由截至二零一八年九月三十日止九個月約9.4百萬港元，下跌至截至二零一九年九月三十日止九個月約9.0百萬港元，下跌約3.6%。毛利輕微下跌乃主要由於本集團收益輕微減少所致。本集團的毛利率由截至二零一八年九月三十日止九個月約20.3%，輕微下跌至截至二零一九年九月三十日止九個月約20.1%。

其他增益淨額

截至二零一九年九月三十日止九個月，本集團錄得其他增益淨額約1.6百萬港元，而截至二零一八年九月三十日止九個月則錄得其他增益淨額約2.1百萬港元。有關變動乃主要由於截至二零一九年九月三十日止九個月的匯兌收益減少所致。

銷售及分銷開支

銷售及分銷開支主要包括銷售部門的員工成本以及運輸費。銷售及分銷開支由截至二零一八年九月三十日止九個月約5.1百萬港元，減少至截至二零一九年九月三十日止九個月約4.6百萬港元，減少約8.8%。本集團銷售及分銷開支減少乃主要由於銷售部門的員工成本減少所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Administrative expenses

Administrative expenses primarily consist of staff costs of the administration department, Directors' remuneration, depreciation, rental expenses and legal and professional fees. Administrative expenses decreased to approximately HK\$9.4 million for the nine months ended 30 September 2019 from approximately HK\$13.9 million for the nine months ended 30 September 2018, representing a decrease of approximately 32.1%. Such decrease was mainly attributable to the decrease in Directors' remuneration and staff costs of the administration department and legal and professional fees.

Loss before income tax

As a result of the aforesaid, the Group recorded a loss before income tax of approximately HK\$4.4 million for the nine months ended 30 September 2019, representing a decrease of approximately 46.8% from approximately HK\$8.2 million for the same period in the preceding year.

Total comprehensive loss attributable to owners of the parent

The total comprehensive loss attributable to owners of the parent decreased to approximately HK\$6.0 million for the nine months ended 30 September 2019 from approximately HK\$10.6 million for the nine months ended 30 September 2018, representing a decrease of approximately 43.3%. Such a decrease was mainly attributable to the depreciation of Renminbi against Hong Kong dollars and a decrease in loss for the nine months ended 30 September 2019.

Basic and diluted loss per Share

The Company's basic and diluted loss per Share for the nine months ended 30 September 2019 was approximately HK0.49 cents (2018: HK0.92 cents), representing a decrease of approximately HK0.43 cents, or approximately 46.7%, which was primarily due to the decrease in loss for the nine months ended 30 September 2019.

行政開支

行政開支主要包括行政部門的員工成本、董事酬金、折舊、租金開支，以及法律及專業費用。行政開支由截至二零一八年九月三十日止九個月約13.9百萬港元，下跌至截至二零一九年九月三十日止九個月約9.4百萬港元，下跌約32.1%。有關下跌乃主要由於董事酬金、行政部門員工成本及法律及專業費用減少所致。

除所得稅前虧損

由於前述各項，本集團於截至二零一九年九月三十日止九個月錄得除所得稅前虧損約4.4百萬港元，較去年同期約8.2百萬港元減少約46.8%。

母公司擁有人應佔全面虧損總額

母公司擁有人應佔全面虧損總額由截至二零一八年九月三十日止九個月約10.6百萬港元減少至截至二零一九年九月三十日止九個月約6.0百萬港元，減少約43.3%。有關減少乃主要由於人民幣兌港元貶值，以及截至二零一九年九月三十日止九個月的虧損減少所致。

每股基本及攤薄虧損

截至二零一九年九月三十日止九個月，本公司每股基本及攤薄虧損約為0.49港仙(二零一八年：0.92港仙)，下跌約0.43港仙或約46.7%，乃主要由於截至二零一九年九月三十日止九個月的虧損減少所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2019.

CAPITAL STRUCTURE

During the nine months ended 30 September 2019, there were no changes in the capital structure of the Group and the share capital of the Group only comprises ordinary shares of the Company (the "Shares").

As at 30 September 2019, the Company's issued share capital amounted to HK\$8.0 million, divided by 800,000,000 Shares of HK\$0.01 each.

SIGNIFICANT INVESTMENTS

As at 30 September 2019, the Group did not hold any significant investments (as at 30 September 2018: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign currency risk when it enters into transactions which are not denominated in the Group's functional currency. Such exposure mainly relates to the distribution and sale of the Group's products and purchases of raw materials in the PRC. As at 30 September 2019, the Group did not have a foreign currency hedging policy. Nevertheless, the Group's management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

As at 30 September 2019, the Group did not have material contingent liabilities (as at 30 September 2018: Nil).

中期股息

董事會不建議就截至二零一九年九月三十日止九個月派發中期股息。

資本架構

截至二零一九年九月三十日止九個月，本集團的資本架構並無變動。本集團的股本僅包括本公司普通股份(「股份」)。

於二零一九年九月三十日，本公司的已發行股本為8.0百萬港元，分為800,000,000股每股面值0.01港元的股份。

重大投資

於二零一九年九月三十日，本集團並無持有任何重大投資(於二零一八年九月三十日：無)。

外匯風險

本集團於訂立未以本集團功能貨幣計值的交易時承受外幣風險。有關風險主要與於中國分銷及銷售本集團的產品及購買原材料有關。於二零一九年九月三十日，本集團並無外幣對沖政策。然而，本集團管理層會密切監察外匯風險，並於有需要時將考慮對沖重大外幣風險。

或然負債

於二零一九年九月三十日，本集團並無重大或然負債(於二零一八年九月三十日：無)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PROSPECTS

The Directors envisage that there are considerable business opportunities in the sewing threads industry. With the financial position strengthened and credibility enhanced from the Listing, the Group has confidence in capturing more business opportunities in the sewing threads industry and implementing its expansion plan set out in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 30 November 2017. The Group places much emphasis on satisfying customers’ needs with high quality and differentiated products and thus maintaining long-term business relationships with its customers. The Group has set up a sales office in Zhejiang province in accordance with its expansion plan with a view to expanding its sales network and exploring new business opportunities to further promote growth of the Group.

In view of the uncertainty of the economic environment as well as the ongoing protectionist measures implemented by the government of the United States of America, the Directors will continue to carefully monitor and assess the situation. In the event that the expansion plan no longer becomes feasible for the operation of the Group, the Directors may evaluate and modify it so as to ensure that the Group’s business strategies are in the best interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

未來展望

董事預期縫紉線行業內有大量商機。由於上市使財務狀況更加穩健及信譽上升，本集團有信心可於縫紉線行業內把握更多商機，並可落實本公司日期為二零一七年十一月三十日的招股章程中「未來計劃及所得款項用途」一節所載的擴展計劃。本集團會更專注於滿足客戶對優質及特色產品的需求，從而與客戶保持長遠的業務關係。本集團已根據其擴展計劃於浙江省設立銷售辦事處，以期擴展其銷售網絡及開拓新商機，務求進一步推進本集團的增長。

鑒於經濟環境的不確定性，以及美利堅合眾國政府實施的持續保護性政策，董事將繼續謹慎地監察及評估情況。倘本集團的營運擴充計劃不再可行，則董事可能評估及修改計劃，以確保本集團的業務策略符合本公司及其股東（「**股東**」）的整體利益。

Other Information

其他資料

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION

As at 30 September 2019, the interests or short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “SFO”), which were required (a) 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); (b) recorded in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零一九年九月三十日，本公司各董事及主要行政人員於本公司及其相聯法團（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、相關股份及債權證中擁有須(a)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的有關條文彼等被當作或視作擁有的權益及淡倉）；(b)記入證券及期貨條例第352條規定須存置的登記冊的權益或淡倉；或(c)根據GEM上市規則第5.46至5.67條規定知會本公司及聯交所的權益或淡倉如下：

Name of Director	Nature of interest/holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
董事姓名	權益性質／持股身份	所持普通股數目	佔本公司已發行股本的百分比(附註1)
Mr. Wong Kwok Wai, Albert	Interest of a controlled corporation	600,000,000 (L) (Notes 2, 3)	75%
黃國偉先生	受控制法團權益	600,000,000 股股份(L) (附註2、3)	

Notes:

- As at the date of this report, the Company's issued ordinary share capital was HK\$8,000,000 divided into 800,000,000 Shares of HK\$0.01 each.
- Three Gates Investment Limited (“**Three Gates Investment**”), a company incorporated in the BVI on 15 August 2016, is wholly and beneficially owned by Mr. Wong Kwok Wai, Albert (“**Mr. Wong**”), who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 600,000,000 Shares held by Three Gates Investment by virtue of the SFO.
- The letter “L” denotes the person's long position in the Shares.

附註：

- 於本報告日期，本公司的已發行普通股股本為8,000,000港元，分為800,000,000股每股面值0.01港元的股份。
- Three Gates Investment Limited（「**Three Gates Investment**」）為一間於二零一六年八月十五日在英屬處女群島註冊成立的公司，由本公司主席兼執行董事黃國偉先生（「**黃先生**」）全資實益擁有。因此，根據證券及期貨條例，黃先生被視為擁有Three Gates Investment所持600,000,000股股份的權益。
- 字母「L」指該人士於股份中的好倉。

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION (Continued)

Save as disclosed above, as at 30 September 2019, none of the Directors or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Exchange according to rules 5.46 to 5.67 of the GEM Listing Rules.

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

To the best knowledge of the Directors, as at 30 September 2019, the following persons or corporations (other than the Directors and the chief executive of the Company) who had interests and/or short positions in the shares or underlying shares of the Company which would be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉(續)

除上文披露者外，於二零一九年九月三十日，本公司董事或主要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第XV部)的股份、相關股份或債權證中概無須記入證券及期貨條例第352條規定本公司存置的登記冊或根據GEM上市規則第5.46至5.67條規定須另行知會本公司及聯交所的任何其他權益或淡倉。

主要股東於本公司股份及相關股份中的權益及淡倉

據董事所知，於二零一九年九月三十日，下列於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須披露予本公司或須記入證券及期貨條例第336條規定須存置的登記冊的權益及／或淡倉的人士或法團(本公司董事及主要行政人員除外)如下：

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

主要股東於本公司股份及相關股份中的
權益及淡倉(續)

Name of Substantial Shareholder	Nature of interest/Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
主要股東名稱	權益性質/持股身份	所持普通股數目	佔本公司已發行股本的百分比(附註1)
Three Gates Investment	Beneficial owner	600,000,000 (L) (Notes 2, 3)	75%
	實益擁有人	600,000,000 股股份(L) (附註2、3)	
Gold-Face Finance Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
均來財務有限公司	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	
Upbest Credit and Mortgage Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
美建信貸及按揭有限公司	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	
Good Foundation Company Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
開盛有限公司	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	
Upbest Strategic Company Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
美建策略有限公司	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	
Upbest Financial Holdings Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	
Upbest Group Limited	Person having a security interest in Shares	400,000,000 (L) (Notes 3, 4, 5)	50%
美建集團有限公司	擁有股份權益的人士	400,000,000 股股份(L) (附註3、4、5)	

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes:

1. As at the date of this report, the Company's issued ordinary share capital was HK\$8,000,000 divided into 800,000,000 Shares of HK\$0.01 each.
2. Three Gates Investment, a company incorporated in the BVI on 15 August 2016, is wholly and beneficially owned by Mr. Wong, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 600,000,000 Shares held by Three Gates Investment by virtue of his 100% shareholding interest in Three Gates Investment.
3. 400,000,000 Shares held by Three Gates Investment have been charged in favour of Gold-Face Finance Limited ("**Gold-Face**") as security for a loan granted in favour of Mr. Wong Kwok Wai, Albert, the chairman, chief executive officer, executive director and controlling shareholder of the Company.
4. As Gold-Face is wholly-owned by Upbest Credit and Mortgage Limited, which in turn is wholly-owned by Upbest Strategic Company Limited and Good Foundation Company Limited in equal parts, which in turn are both wholly-owned by Upbest Financial Holdings Limited, which in turn is wholly-owned by Upbest Group Limited, Upbest Credit and Mortgage Limited, Upbest Strategic Company Limited, Good Foundation Company Limited, Upbest Financial Holdings Limited and Upbest Group Limited are all deemed to be interested in the security interest in the 400,000,000 Shares charged in favour of Gold-Face by virtue of the SFO.
5. The letter "L" denotes the person's long position in the Shares.

主要股東於本公司股份及相關股份中的權益及淡倉(續)

附註：

1. 於本報告日期，本公司的已發行普通股股本為8,000,000港元，分為800,000,000股每股面值0.01港元的股份。
2. Three Gates Investment為一間於二零一六年八月十五日在英屬處女群島註冊成立的公司，由本公司主席兼執行董事黃先生全資實益擁有。因此，黃先生被視為透過所持Three Gates Investment 100%股權擁有Three Gates Investment所持600,000,000股股份的權益。
3. 由Three Gates Investment持有的400,000,000股股份已獲質押予均來財務有限公司(「均來」)，以作為本公司主席、行政總裁、執行董事兼控股股東黃國偉先生獲授貸款的抵押。
4. 由於均來為美建信貸及按揭有限公司的全資附屬公司，而美建信貸及按揭有限公司由美建策略有限公司及開盛有限公司全資同等擁有，而兩者由Upbest Financial Holdings Limited全資擁有，而Upbest Financial Holdings Limited則由美建集團有限公司全資擁有，故根據證券及期貨條例，美建信貸及按揭有限公司、美建策略有限公司、開盛有限公司、Upbest Financial Holdings Limited及美建集團有限公司均被視為於質押予均來的400,000,000股股份中擁有證券權益。
5. 字母「L」指該人士於股份中的好倉。

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Save as disclosed above, as at 30 September 2019, the Directors are not aware of any interests and short positions owned by other parties, other than a Director or the chief executive of the Company who held interests or short positions in the shares and the underlying shares of the Company which were required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

The Directors and the controlling shareholders of the Company have confirmed that for the nine months ended 30 September 2019 and up to the date of this report, none of the Directors, controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules), engaged in any business that competes or may compete with the business of the Group, or had any other conflict of interest with the Group.

主要股東於本公司股份及相關股份中的權益及淡倉(續)

除上文披露者外，於二零一九年九月三十日，就董事所知，除在本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的規定須予披露的權益或淡倉的本公司董事或主要行政人員，或須記入證券及期貨條例第336條規定須存置的登記冊的權益或淡倉的本公司董事或主要行政人員外，概無任何其他人士擁有任何權益及淡倉。

董事及控股股東於競爭業務之權益

董事及本公司控股股東已確認，於截至二零一九年九月三十日止九個月及直至本報告日期，董事、本公司控股股東或彼等各自之任何緊密聯繫人(定義見GEM上市規則)概無參與任何與本集團業務競爭或可能競爭，或與本集團有任何其他利益衝突的業務。

Other Information (Continued)

其他資料(續)

CORPORATE GOVERNANCE PRACTICES

The Board believes that cultivating and maintaining a culture focused on good corporate governance is essential to effect strong business growth and continue the efficient management of the Company. The Directors are of the view that strong corporate governance practices can safeguard the interests of and ensure accountability to the Shareholders as a whole.

The corporate governance code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules has been adopted by the Board. Nevertheless, the Directors are committed to regularly reviewing its corporate governance practices to ensure conformity with the standard set out in the CG Code, as well as meeting the rising expectation of the Shareholders and other stakeholders of the Company.

Except for the deviation from code provision A.2.1 of the CG Code, the Board is of the view that the Company has complied with the code provisions of the CG code for the nine months ended 30 September 2019.

Mr. Wong Kwok Wai, Albert is the chairman of the Board and the chief executive officer of the Company and has been involved in the daily operations management of the Group since 2008. The Directors believe that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Wong will ensure strong and consistent leadership, facilitate the Group’s business strategies and boost the effectiveness of its operation. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company when such role splitting is beneficial to the Group as a whole.

企業管治常規

董事會相信，為使本公司業務穩健增長及延續管理效益，有必要培養及維持專注良好企業管治的文化。董事認為穩健的企業管治常規可保障股東的整體利益，並確保對整體股東的問責性。

董事會已採納GEM上市規則附錄十五所載的企業管治守則(「**企管守則**」)。儘管如此，董事承諾會定期檢討企業管治常規，確保遵循企管守則所載的標準，以及符合股東及本公司其他持份者不斷上升的期望。

除偏離企管守則的守則條文A.2.1條外，董事會認為本公司於截至二零一九年九月三十日止九個月內一直遵守企管守則的守則條文。

黃國偉先生為本公司董事會主席兼行政總裁，並自二零零八年起參與本集團的日常營運管理。董事認為由黃先生兼任本公司董事會主席及行政總裁將可確保強大及一致的領導，有助推動本集團的業務戰略，以及可提升營運效益。董事會將繼續就拆分本公司董事會主席及行政總裁之職務進行檢討，並將於拆分有關職務對本集團整體有利時考慮拆分有關職務。

Other Information (Continued)

其他資料(續)

INTERESTS OF THE COMPLIANCE ADVISER

Pursuant to rule 6A.19 of the GEM Listing Rules, the Company has appointed Advent Corporate Finance Limited (“**Advent**”) to be the compliance adviser. The Company has been informed by Advent that neither Advent nor its directors or employees or close associates have, or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Advent dated 23 May 2019.

MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the standard of dealings regarding securities transactions by the Directors equivalent to the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have all confirmed, having been made specific enquiry by the Company, that they have complied with the required standard of dealings and the required standard concerning securities transactions by the Directors for the nine months ended 30 September 2019.

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

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company’s listed securities for the nine months ended 30 September 2019.

EVENTS AFTER REPORTING DATE

There are no material subsequent events undertaken by the Group after the reporting period.

合規顧問之權益

根據GEM上市規則第6A.19條，本公司已委任宏智融資有限公司(「宏智」)為合規顧問。宏智已告知本公司，除本公司與宏智於二零一九年五月二十三日訂立的合規顧問協議外，宏智或其董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司股本中擁有或可能擁有根據GEM上市規則第6A.32條須知會本公司的任何權益(包括可認購該等證券之購股權或權利)。

董事進行證券交易的標準守則

本公司已採納董事進行證券交易的交易標準，有關標準相當於GEM上市規則第5.48至5.67條所載的交易標準規定。在本公司作出特定查詢後，全體董事均已確認彼等於截至二零一九年九月三十日止九個月內已遵守所規定的交易標準及董事進行證券交易所規定的標準。

購買、出售或贖回本公司上市證券

截至二零一九年九月三十日止九個月，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

報告期後事項

本集團於報告期後概無進行任何重大期後事項。

Other Information (Continued)

其他資料(續)

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established pursuant to rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee is mainly responsible for reviewing financial information, monitoring the Company’s financial reporting system and internal control procedures and maintaining the relationship with the Company’s auditors.

The Audit Committee consists of three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming (chairman), Dr. Yeung Ngai Man, John and Mr. Zhang Guofu. No member of the current Audit Committee is a member of the previous independent auditor of the Company. The Audit Committee has reviewed this report as well as the unaudited third quarterly results of the Group for the nine months ended 30 September 2019.

Hong Kong, 8 November 2019

審核委員會

本公司已根據GEM上市規則第5.28至5.33條及企管守則守則條文C.3.3條成立審核委員會(「**審核委員會**」)。審核委員會主要負責審閱財務資料、監察本公司的財務報告系統及內部監控程序，以及維持與本公司核數師的關係。

審核委員會包括三名獨立非執行董事，即宋理明先生(主席)、楊毅敏醫生及章國富先生。現任審核委員會成員中概無人士為本公司過往獨立核數師的成員。審核委員會已審閱本報告及本集團截至二零一九年九月三十日止九個月的未經審核第三季度業績。

By order of the Board

承董事會命

Shen You Holdings Limited

申酉控股有限公司

Mr. Wong Kwok Wai, Albert

主席、行政總裁兼執行董事

*Chairman, chief executive officer and
executive Director*

黃國偉先生

香港，二零一九年十一月八日

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Kwok Wai, Albert (*Chairman*)
Mr. Yu Miaogen (*retired as a Director on 10 May 2019*)

Non-executive Director

Mr. Gao Biao
Mr. Shi Guixiang (*retired as a Director on 10 May 2019*)

Independent non-executive Director

Dr. Yeung Ngai Man, John
Mr. Sung Alfred Lee Ming
Mr. Zhang Guofu

COMPLIANCE OFFICER

Mr. Chan Yiu Tung, Enoch

AUTHORISED REPRESENTATIVES

Mr. Wong Kwok Wai, Albert
Mr. Chan Yiu Tung, Enoch

CHIEF FINANCIAL OFFICER

Mr. Lee Wing Hong

COMPANY SECRETARY

Mr. Chan Yiu Tung, Enoch

AUDIT COMMITTEE

Mr. Sung Alfred Lee Ming (*Chairman*)
Dr. Yeung Ngai Man, John
Mr. Zhang Guofu

REMUNERATION COMMITTEE

Dr. Yeung Ngai Man, John (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Zhang Guofu

董事會

執行董事

黃國偉先生(主席)
俞妙根先生(於二零一九年五月十日退任董事
職務)

非執行董事

高彪先生
石桂祥先生(於二零一九年五月十日退任董事
職務)

獨立非執行董事

楊毅敏醫生
宋理明先生
章國富先生

合規主任

陳耀東先生

授權代表

黃國偉先生
陳耀東先生

財務總監

李永康先生

公司秘書

陳耀東先生

審核委員會

宋理明先生(主席)
楊毅敏醫生
章國富先生

薪酬委員會

楊毅敏醫生(主席)
宋理明先生
章國富先生

Corporate Information (Continued)

公司資料(續)

NOMINATION COMMITTEE

Mr. Wong Kwok Wai, Albert (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Zhang Guofu

AUDITOR

Ernst & Young
Certified Public Accountants

COMPLIANCE ADVISER

Advent Corporate Finance Limited

HONG KONG LEGAL ADVISERS

K.B. Chau & Co.
Unit B, 31/F
United Centre
95 Queensway
Admiralty, Hong Kong

PRINCIPAL BANK

The Hong Kong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 386 Zeng Nan Road
Zeng Jiao Cun
Fang Cun
Liwan District
Guangzhou
China

提名委員會

黃國偉先生(主席)
宋理明先生
章國富先生

核數師

安永
執業會計師

合規顧問

宏智融資有限公司

香港法律顧問

周啟邦律師事務所
香港金鐘
金鐘道95號
統一中心
31樓B室

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

中國主要營業地點

中國
廣州市
荔灣區
芳村
增滘村
增南路386號

Corporate Information (Continued)

公司資料(續)

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1006, 10/F.,
Harbour Crystal Centre
100 Granville Road
Tsim Sha Tsui East
Kowloon, Hong Kong

總部及香港主要營業地點

香港九龍
尖沙咀東
加連威老道100號
港晶中心
10樓1006室

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

主要股份過戶登記處

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

COMPANY'S WEBSITE

www.shenyouholdings.com

公司網址

www.shenyouholdings.com

STOCK CODE

8377

股份代號

8377



Shen You Holdings Limited
申酉控股有限公司