



新威斯顿集团有限公司
New Western Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8242

2019

THIRD
QUARTERLY
REPORT
第三季度報告

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.

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This report, for which the directors (the “Directors”) of New Western Group 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主板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。

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本報告的資料乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關新威斯頓集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

2019 THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of New Western Group Limited (the “Company”) hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2019 together with comparative figures for the corresponding periods in 2018, are as follows:

2019年第三季度業績

新威斯頓集團有限公司(「本公司」)董事會(「董事會」)謹此宣佈本公司及其附屬公司(統稱「本集團」)截至2019年9月30日止3個月及9個月的未經審核簡明綜合業績連同2018年同期的比較數字如下：

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

未經審核簡明綜合損益及其他全面收益表

		Unaudited 未經審核 Three months ended 30 September 截至9月30日止3個月		Unaudited 未經審核 Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
	Notes 附註				
Revenue	收益	4			
Cost of sales and services	銷售及服務成本	14,878	19,867	47,524	57,082
		(6,794)	(6,828)	(18,885)	(19,954)
Gross profit	毛利	8,084	13,039	28,639	37,128
Other income	其他收入	5	348	1,269	800
Other gains and (losses)	其他收益及(虧損)	6	-	5	(16)
Allowance for expected credit losses	預期信貸虧損撥備		(119)	(269)	-
Staff costs	員工成本	8(a)	(3,220)	(13,069)	(14,431)
Depreciation	折舊		(627)	(1,952)	(1,130)
Operating lease rental	經營租賃租金				
- land and buildings	- 土地及樓宇		(39)	(293)	(1,864)
Other operating expenses	其他經營開支		(1,222)	(5,295)	(5,162)
Finance cost	財務費用	7	(82)	(215)	-
Profit before tax	除稅前溢利	8	3,123	8,820	15,325
Income tax expense	所得稅開支	9	(655)	(2,288)	(5,057)
Profit for the period	期內溢利		2,468	6,532	10,268
Other comprehensive expense, net of income tax	其他全面開支，扣除所得稅				
<i>Item that may be subsequently reclassified to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>				
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		(869)	(1,095)	(1,385)
Total comprehensive income for the period	期內全面收益總額		1,599	5,437	8,883

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

未經審核簡明綜合損益及其他全面收益表(續)

		Unaudited 未經審核 Three months ended 30 September 截至9月30日止3個月		Unaudited 未經審核 Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
	Notes 附註				
Profit/(loss) for the period attributable to:	期內應佔溢利/(虧損):				
Owners of the Company	本公司擁有人	2,621	3,955	7,767	10,983
Non-controlling interests	非控股權益	(153)	(47)	(1,235)	(715)
		2,468	3,908	6,532	10,268
Total comprehensive income/(expense) for the period attributable to:	期內應佔全面收益/(開支)總額:				
Owners of the Company	本公司擁有人	1,758	2,941	6,679	9,598
Non-controlling interests	非控股權益	(159)	(47)	(1,242)	(715)
		1,599	2,894	5,437	8,883
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利				
Basic and diluted	基本及攤薄	11	0.19	0.28	0.56
					0.79

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

		Unaudited 未經審核 Attributable to owners of the Company 本公司擁有人應佔						Unaudited 未經審核 Non- controlling interests 非控股權益	Unaudited 未經審核 Total equity 權益總額	
		Share capital 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	Statutory reserve 法定儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2017	於2017年12月31日	139,778	148,287	17,941	508	546	3,582	310,642	2,699	313,341
Impact of adopting HKFRS 9	應用香港財務報告準則第9號之影響	-	-	-	-	-	(8)	(8)	(5)	(13)
At 1 January 2018 (restated)	於2018年1月1日(經重列)	139,778	148,287	17,941	508	546	3,574	310,634	2,694	313,328
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	10,983	10,983	(715)	10,268
Other comprehensive expense for the period:	期內其他全面開支:									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(1,385)	-	(1,385)	-	(1,385)
Total comprehensive income/(expense) for the period	期內全面收益/(開支)總額	-	-	-	-	(1,385)	10,983	9,598	(715)	8,883
Capital injection of a subsidiary	一間附屬公司的注資	-	-	-	-	-	-	-	180	180
At 30 September 2018	於2018年9月30日	139,778	148,287	17,941	508	(839)	14,557	320,232	2,159	322,391
At 1 January 2019	於2019年1月1日	139,778	148,287	17,941	508	(678)	19,103	324,939	1,853	326,792
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	7,767	7,767	(1,235)	6,532
Other comprehensive expense for the period:	期內其他全面開支:									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(1,088)	-	(1,088)	(7)	(1,095)
Total comprehensive income/(expense) for the period	期內全面收益/(開支)總額	-	-	-	-	(1,088)	7,767	6,679	(1,242)	5,437
At 30 September 2019	於2019年9月30日	139,778	148,287	17,941	508	(1,766)	26,870	331,618	611	332,229

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General information

The Company was incorporated in the Cayman Islands on 31 March 2011, as an exempted company with limited liability under the Companies Law Cap. 22 of the Cayman Islands. The registered office of the Company is 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands. The Company's principal place of business in Hong Kong is Suite 2101, 21/F, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong. The Company has its listing on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Pursuant to a special resolution passed at the annual general meeting of the Company on 27 April 2018 and with the approval of the Registrar of Companies in the Cayman Islands on 1 May 2018 and the Registrar of Companies in Hong Kong on 20 June 2018, the English name of the Company has been changed from "Megalogic Technology Holdings Limited" to "New Western Group Limited" and the Company has adopted the Chinese name "新威斯頓集團有限公司" as the dual foreign name of the Company to replace the previous Chinese name "宏創高科集團有限公司".

The Company is an investment holding company and the principal activities of its subsidiaries are:

- 1) the provision of integrated circuit ("IC") solutions and the design, development and sales of ICs ("IC Business");
- 2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individuals and corporations under the provision of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) ("Money Lending Business");
- 3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the People's Republic of China (the "PRC") ("Property Management Business"); and
- 4) the provision of sourcing and distribution of construction materials and supply chain management services business in the PRC ("Supply Chain Business").

未經審核簡明綜合財務報表附註

1. 一般資料

本公司於2011年3月31日根據開曼群島第22章公司法在開曼群島註冊成立為一間獲豁免有限責任公司。本公司註冊辦事處位於190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands。本公司於香港的主要營業地址為香港灣仔告士打道178號華懋世紀廣場21樓2101室。本公司已於香港聯合交易所有限公司（「聯交所」）GEM上市。

根據本公司於2018年4月27日之股東週年大會上通過的特別決議案，以及經開曼群島公司註冊處處長及香港公司註冊處處長分別於2018年5月1日及2018年6月20日批准，本公司之英文名稱已由「Megalogic Technology Holdings Limited」更改為「New Western Group Limited」，且本公司已採用中文名稱「新威斯頓集團有限公司」作為其雙重外文名稱，以取代以往的中文名稱「宏創高科集團有限公司」。

本公司乃一間投資控股公司及其附屬公司的主要業務為：

- 1) 提供集成電路（「集成電路」）的解決方案，並從事集成電路的設計、開發及銷售（「集成電路業務」）；
- 2) 根據放債人條例（香港法例第163章）於香港從事放債業務，透過向客戶，包括個人及企業，提供無抵押及有抵押貸款（「放債業務」）；
- 3) 於中華人民共和國（「中國」）提供投資與策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務（「物業管理業務」）；及
- 4) 於中國提供採購及分銷建築材料以及供應鏈管理服務業務（「供應鏈業務」）。

1. General information (Continued)

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been reviewed by the audit committee of the Company (“Audit Committee”) but have not been reviewed or audited by the Company’s auditor. Adjustments may be made during the course of annual audit while performed by the Company’s auditor.

2. Basis of preparation and accounting policies

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which is a collective term for all individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622 of the Laws of Hong Kong). These unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 also comply with the applicable disclosures provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”).

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as appropriate.

The Group has not applied any new and revised HKFRSs that are not yet effective for the current period.

All amounts presented in Hong Kong dollar thousands (“HK\$’000”) in these unaudited condensed consolidated financial statements unless otherwise stated.

These unaudited condensed consolidated financial statements should be read in conjunction with the annual report for the year ended 31 December 2018.

1. 一般資料 (續)

截至2019年9月30日止9個月的未經審核簡明綜合財務報表已由本公司審核委員會(「審核委員會」)審閱，但未經本公司核數師審閱或審核。於年度審計期間本公司核數師可能進行調整。

2. 編製基準及會計政策

截至2019年9月30日止9個月的未經審核簡明綜合財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)編製，此統稱包含香港會計師公會(「香港會計師公會」)頒佈之所有個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋，以及香港公司條例(香港法例第622章)之披露規定編製。截至2019年9月30日止9個月之該等未經審核簡明綜合財務報表亦符合聯交所GEM證券上市規則(「GEM上市規則」)之適用披露規定。

截至2019年9月30日止9個月之未經審核簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公平值計量除外(如適用)。

本集團並無應用於本期間尚未生效之任何新訂及經修訂香港財務報告準則。

除另有說明外，於該等未經審核簡明綜合財務報表中所有金額均以千港元(「千港元」)呈列。

該等未經審核簡明綜合財務報表應與截至2018年12月31日止年度之年度報告一併閱讀。

2. Basis of preparation and accounting policies (Continued)

(a) Application of new and amendments to HKFRSs

The principal accounting policies used in the unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 are the same as those followed in the preparation of the Group's annual report for the year ended 31 December 2018, except for the following new and amendments to HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group:

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

HKFRS 16 Leases

The Group has changed its accounting policies following the adoption of HKFRS 16 on 1 January 2019.

The Group leases office under non-cancellable operating leases expiring within 3 years. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

A lease is recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

2. 編製基準及會計政策 (續)

(a) 應用新訂香港財務報告準則及修訂本

除下列由香港會計師公會所頒佈且本集團於本會計期間首次採納的新訂香港財務報告準則及修訂本外，截至2019年9月30日止9個月的未經審核簡明綜合財務報表所採用的主要會計政策與編製本集團截至2018年12月31日止年度的年報時所採用者相同：

香港財務報告準則 租賃 第16號	
香港(國際財務 報告詮釋 委員會) — 詮釋第23號	所得稅處理之 不確定性
香港財務報告準則 第9號的修訂	具有負補償之提前 還款特性
香港會計準則 第19號的修訂	計劃修訂、縮減或 結清
香港會計準則 第28號的修訂	於聯營公司及合營 企業的長期權益
香港財務報告 準則的修訂	香港財務報告準則 2015年至2017年 週期之年度改進

香港財務報告準則第16號租賃

本集團於2019年1月1日採納香港財務報告準則第16號更改其會計政策。

本集團根據於3年內屆滿的不可撤銷經營租賃租用寫字樓。租賃協議不會拖加任何契諾，但所租賃的資產不可用作借貸的抵押品。

租賃在租賃資產可供本集團使用之日確認為使用權資產，及相應確認一項負債。各筆租賃付款會於負債及融資成本之間作出分配。融資成本於租期內在損益中扣除，藉以令各期間的負債餘額的期間利率一致。使用權資產於資產可使用年期及租期（以較短者為準）以直線法折舊。

2. Basis of preparation and accounting policies (Continued)

(a) Application of new and amendments to HKFRSs (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- any restoration costs.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

See Note 3 below for further details on the impact of the change in accounting policy.

2. 編製基準及會計政策 (續)

(a) 應用新訂香港財務報告準則及修訂本 (續)

租賃所產生的資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款（包括實質的固定付款），減任何應收租賃獎勵；
- 取決於指數或利率的可變租賃付款；
- 承租人根據剩餘價值保證預期應付的金額；
- 購買選擇權的行使價（倘承租人合理確定行使該選擇權）；及
- 支付終止租賃的罰款（倘租賃條款反映承租人行使該選擇權）。

租賃付款利用租賃的穩含利率（倘該利率可予釐定）或本集團的增量借貸利率貼現。

使用權資產按包含以下各項的成本計量：

- 首次計量租賃負債時的金額；
- 於開始日期或之前所作出的租賃付款減任何已收租賃獎勵；
- 任何初步直接成本；及
- 任何復原成本。

與短期租賃相關的付款以直線法在損益內確認為開支。短期租賃指租期在12個月或更短的租賃。

有關會計政策變動影響的進一步詳情，請參閱下文附註3。

2. Basis of preparation and accounting policies (Continued)

(b) Issued but not yet effective new and revised HKFRSs

New standards and amendments to standards issued but not effective. A number of new standards and amendments to standards have not come into effect for the financial year beginning 1 January 2019, and have not been early adopted by the Group in preparing the unaudited condensed consolidated financial statements. None of these is expected to have a significant effect on the unaudited condensed consolidated financial statements of the Group based on the preliminary assessment made by management.

(c) Estimates

The preparation of unaudited financial statements requires the management of the Company to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these unaudited condensed consolidated financial statements, the significant judgements made by the management of the Company in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2018.

In addition, the loss allowances for trade receivables and loan receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to expected credit loss calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2. 編製基準及會計政策 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

已頒佈但尚未生效的新訂準則及修訂本。若干新準則及準則的修訂本於2019年1月1日開始的財政年度尚未生效，且本集團於編製未經審核簡明綜合財務報表時並無提早採納該等準則及修訂本。根據管理層作出的初步評估，預期該等準則及準則的修訂本不會對本集團的未經審核簡明綜合財務報表造成重大影響。

(c) 估計

編製未經審核財務報表要求本公司管理層對影響會計政策的應用及所報告資產及負債以及收支的數額作出判斷、估計及假設。實際結果可能有別於該等估計。

於編製該等未經審核簡明綜合財務報表時，本公司管理層應用本集團會計政策時作出的重大判斷及估計不確定性的關鍵來源，乃與截至2018年12月31日止年度綜合財務報表所應用者相同。

此外，應收貿易賬款及應收貸款減值撥備乃基於有關違約風險及預期信貸虧損率的假設。本集團於作出該等假設及選擇預期信貸虧損計算的輸入時會根據本集團於各報告期末的過往紀錄、當前市況以及前瞻性估計作出判斷。

3. Changes in accounting policies

As indicated in Note 2(a), the Group has adopted HKFRS 16 Leases retrospectively from 1 January 2019. In accordance with the transitional provision under HKFRS 16, the Group has applied the simplified transition approach, and all right-of-use assets were measured at the amount of the lease liabilities on adoption (adjusted for any prepaid or accrued lease expenses). Comparative figures for the 2018 financial year have not been restated.

Impacts on transition

On adoption 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 liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate at 5.125% p.a. as of 1 January 2019.

The following table reconciles the operating lease commitments as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承擔	6,982
Less: lease liabilities discounted at relevant incremental borrowing rate	減：按相關增量借款利率貼現的租賃負債	(616)
Less: commitments relating to leases exempt from capitalisation: – short term leases with remaining lease term ending on or before 31 December 2019	減：與毋須撥充資本的租賃有關的承擔： – 餘下租期於2019年12月31日或之前結束的短期租賃	(298)
Less: other – exchange realignment	減：其他 – 匯兌調整	(29)
Lease liabilities recognised as at 1 January 2019	於2019年1月1日確認的租賃負債	6,039

3. 會計政策的變動

誠如附註2(a)所示，本集團已自2019年1月1日起追溯採納香港財務報告準則第16號。根據香港財務報告準則第16號的過渡條文，本集團已應用簡單過渡方法，所有使用權資產及按採納時的租賃負債金額計量（已就任何預付或應計租賃開支作出調整）。2018財政年度的比較數字並無重列。

過渡影響

於採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號租賃的原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下的租賃付款現值計量，並使用承租人截至2019年1月1日每年5.125%的增量借款利率貼現。

下表乃於2018年12月31日的經營租賃承擔與2019年1月1日所確認的租賃負債期初結餘之間的對賬情況：

3. Changes in accounting policies (Continued)

Impacts on transition (Continued)

All right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the unaudited condensed consolidated statement of financial position as at 31 December 2018. The impact on transition is summarised as below.

		1 January 2019 2019年1月1日
		HK\$'000 千港元
Rights-of-use assets	使用權資產	6,039
Lease liabilities	租賃負債	6,039

Amounts recognised in the unaudited condensed consolidated statement of financial position and unaudited condensed consolidated statement of profit or loss

The movements of the carrying amounts of the Group's right-of-use assets and lease liabilities for the nine months period ended are set out below:

		Right-of-use assets – building 使用權資產 – 樓宇 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
As at 1 January 2019	於2019年1月1日	6,039	6,039
Termination	終止	(320)	(324)
Remeasurement	重新計量	(92)	(92)
Depreciation expense	折舊開支	(1,441)	–
Interest expense	利息開支	–	215
Payments	付款	–	(1,416)
As at 30 September 2019	於2019年9月30日	4,186	4,422

The Group recognised rental expense from short-term leases of approximately HK\$293,000 for the nine months period ended 30 September 2019.

3. 會計政策的變動 (續)

過渡影響 (續)

所有使用權資產均以相等於租賃負債的金額計量，並按於2018年12月31日未經審核簡明綜合財務狀況表確認的租賃有關的任何預付或應計租賃付款金額進行調整。對過渡的影響概述如下。

於未經審核簡明綜合財務狀況表及未經審核簡明綜合損益表內確認的款項

本集團截至九個月止期間的使用權資產及租賃負債的賬面值變動載列如下：

本集團於截至2019年9月30日止9個月期間確認來自短期租賃的租金開支約為293,000港元。

3. Changes in accounting policies (Continued)

Amounts recognised in the unaudited condensed consolidated statement of financial position and unaudited condensed consolidated statement of profit or loss (Continued)

In applying HKFRS 16 for the first time, the Group has used the following practical expedient permitted by the HKFRS 16:

- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.
- account for leases for which the lease term ends within 12 months of the date of initial application as short term lease. In this case, a lessee:
 - (i) accounts for those leases in the same way as short-term leases; and
 - (ii) includes the cost associated with those leases within the disclosure of short-term lease expense that includes the date of initial application;
- used hindsight in determining the lease term where the contract contains options to extend/terminate the lease;
- applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

Upon adoption of HKFRS 16, principal elements of lease payments and related interest portion have been classified within financing activities.

Saved for the above, the significant accounting policies that have been used in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2018 included in the Annual Report 2018.

3. 會計政策的變動 (續)

於未經審核簡明綜合財務狀況表及未經審核簡明綜合損益表內確認的款項 (續)

於首次應用香港財務報告準則第16號時，本集團已採用以下獲香港財務報告準則第16號許可的實際權宜方法：

- 於首次應用日期剔除初始直接成本，以計量使用權資產。
- 將租期於初次應用之日起計12個月內結束的租賃作為短期租賃入賬。在此情況下，承租人：
 - (i) 以與短期租賃相同的方式將該等租賃入賬；及
 - (ii) 於首次應用之日所屬的短期租賃開支披露中加入與該等租賃相關的成本的資料；
- 倘合約包含延長／終止租賃的選擇權，則於事後方確定租期；
- 對具備合理相近特質的租賃組合（如相近經濟環境中性質類近且餘下租期相若的相關資產的租賃）應用單一貼現率。

採納香港財務報告準則第16號後，租賃付款及相關項下分類利息部分的主要成分已於融資活動項下分類。

除上述者外，編製截至2019年9月30日止9個月之未經審核簡明合併財務報表時採用的重大會計政策，與編製2018年年報所載本集團截至2018年12月31日止年度的綜合財務報表所採用者一致。

4. Revenue

Revenue represents the net invoice value of goods sold after allowances for returns and trade discounts, the value of services rendered, interest income from Money Lending Business and revenue generated in Supply Chain Business during the period. An analysis of the Group's revenue for the period is as follows:

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約之收益				
Sale of ICs	銷售集成電路	1,176	4,157	6,163	10,504
Provision of ASIC Service	提供ASIC服務	-	894	394	1,703
Provision of Property Management Services	提供物業管理服務	8,061	9,554	25,936	29,604
Supply Chain Business	供應鏈業務	831	-	831	-
Revenue from other sources	來自其他來源之收益				
Interest income from Money Lending Business	放債業務之利息收入	4,810	5,262	14,200	15,271
		14,878	19,867	47,524	57,082

4. 收益

收益指於期內扣除退貨及貿易折扣撥備後之銷貨發票淨值、提供服務的價值、放債業務產生之利息收入及供應鏈業務產生的收益。本集團之期內收益分析如下：

5. Other income

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest income from:	利息收入：				
- Bank deposit	- 銀行存款	2	2	7	10
- Others	- 其他	327	200	1,033	530
Sundry income	雜項收入	19	145	229	260
		348	347	1,269	800

5. 其他收入

6. Other gains and (losses)

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之 虧損·淨額	(2)	-	(2)	-
Exchange gain/(loss)	匯兌收益/(虧損)	2	(38)	4	(29)
Reversal of impairment loss on trade receivables	應收貿易賬款減值虧損撥回	-	7	-	13
Gain on termination of lease	終止租賃收益	-	-	3	-
		-	(31)	5	(16)

6. 其他收益及(虧損)

7. Finance cost

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest expense on lease liabilities	租賃負債之利息開支	82	-	215	-

7. 財務費用

8. Profit before tax

The Group's profit before tax is arrived at after charging:

8. 除稅前溢利

本集團的除稅前溢利經已扣除：

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(a) Staff costs	(a) 員工成本				
Staff costs including directors' emoluments	包括董事酬金的員工成本				
- Salaries, allowances and benefits in kind	- 薪金、津貼及實物福利	3,005	4,560	12,283	13,506
- Retirement benefits contributions	- 退休福利供款	215	312	786	925
		3,220	4,872	13,069	14,431
(b) Other items	(b) 其他項目				
Auditor's remuneration	核數師薪酬				
- Audit services	- 審計服務	163	153	488	461
- Non-audit services	- 非審計服務	-	-	170	-
Cost of inventories recognised as expense*	確認為開支的存貨成本*	1,023	2,768	4,874	7,154
Cost of services	服務成本	5,771	4,060	14,011	12,800
Depreciation on right-of-use assets	使用權資產折舊	518	-	1,441	-
Depreciation on property, plant and equipment	物業、廠房及設備折舊	109	384	511	1,130
Design and development costs	設計及開發成本	-	258	522	753
Legal and professional fee	法律及專業費用	453	701	1,940	1,550

* including a reversal of provision of approximately HK\$488,000 for slow-moving and obsolete inventories during the nine months ended 30 September 2019 (nine months ended 30 September 2018: provision of approximately HK\$23,000).

* 包括截至2019年9月30日止9個月的因存貨週轉緩慢及過時產生的約488,000港元撥備撥回(截至2018年9月30日止9個月:撥備約23,000港元)。

9. Income tax expense

9. 所得稅開支

		Unaudited 未經審核 Three months ended 30 September 截至9月30日止3個月		Unaudited 未經審核 Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Current tax:	即期稅項：				
- Hong Kong Profits Tax	- 香港利得稅	320	561	698	1,590
- PRC Enterprise Income Tax	- 中國企業所得稅	355	1,123	1,610	3,467
Overprovision in prior years	過往年度超額撥備	(20)	-	(20)	-
		655	1,684	2,288	5,057

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Pursuant to the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of Easy Loan Finance Limited is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at the rate of 16.5% on the estimated assessable profits above HK\$2 million for the period.

Under the Law of the PRC on Enterprise Income Tax ("EIT") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2018: 25%) except for 四川威斯頓資產管理有限公司 and 四川威斯頓華陸物業管理有限公司 which are entitled to a preferential tax rate of 15% according to the 西部大開發企業所得稅優惠政策 during the period until 31 December 2020.

No provision for income tax in other jurisdictions has been made as the Group had no assessable profit in other jurisdictions during the period.

於2018年3月21日，香港立法會通過2017年稅務（修訂）（第7號）條例草案（「條例草案」），引入兩級利得稅稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊憲。根據兩級利得稅稅率制度，合資格集團實體的首2百萬港元應課稅溢利將按8.25%的稅率徵稅，而超過2百萬港元的應課稅溢利則按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的集團實體將繼續沿用16.5%的統一稅率徵稅。

故此，本期間易按財務有限公司之香港利得稅乃以首2百萬港元估計應課稅溢利按8.25%稅率計算及超過2百萬港元的估計應課稅溢利按16.5%稅率計算。

根據中國企業所得稅法（「企業所得稅」）及企業所得稅法實施條例，中國附屬公司之稅率為25%（2018年：25%），四川威斯頓資產管理有限公司及四川威斯頓華陸物業管理有限公司除外。於期內，該兩間附屬公司乃根據西部大開發企業所得稅優惠政策享有其適用之優惠稅率15%直至2020年12月31日。

由於本集團於期內在其他司法權區並無任何應課稅溢利，因此在其他司法權區並無作出所得稅撥備。

10. Dividends

The directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2019 and 2018.

11. Earnings per share

Basic and diluted earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

		Unaudited 未經審核 Three months ended 30 September 截至9月30日止3個月		Unaudited 未經審核 Nine months ended 30 September 截至9月30日止9個月	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Profit attributable to owners of the Company	本公司擁有人應佔溢利	2,621	3,955	7,767	10,983

		Number of shares 股份數目			
		2019 2019年 '000 千股	2018 2018年 '000 千股	2019 2019年 '000 千股	2018 2018年 '000 千股
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,397,782	1,397,782	1,397,782	1,397,782

There were no outstanding share options as at 30 September 2019 and 2018 and have no potential dilutive ordinary share in issue.

10. 股息

董事不建議派發截至2019年及2018年9月30日止9個月之中期股息。

11. 每股盈利

每股基本及攤薄盈利乃根據期內本公司擁有人應佔溢利除以已發行普通股之加權平均數計算。

於2019年及2018年9月30日，並無尚未行使的購股權，亦並無具潛在攤薄效應之已發行普通股。

12. Comparative figures

The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition method chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

12. 比較數字

本集團於2019年1月1日首次應用香港財務報告準則第16號。根據所選擇的過渡方法，並無重列比較資料。有關會計政策變動的進一步詳情於附註3披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the first three quarters of 2019, the principal activities of the Group are: (1) the provision of IC solutions and the design, development and sales of ICs; (2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individuals and corporations under the provisions of the Money Lenders Ordinance; (3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the PRC; and (4) the provision of sourcing and distribution of construction materials and supply chain management services business in the PRC.

Business Review

IC Business

The Group sells IC under its own brand name “MiniLogic” and provides application specific IC service (the “ASIC Service”) in design and development of tailor-made IC to its customers. The Group also provides tailor-made IC solutions and sells tailor-made ICs to customers under the ASIC Service business section (the “ASIC Section”); and independently develops and sells generically-applicable ICs for sale in the market under the MiniLogic Brand IC business section (the “Standard IC Section”).

During the first three quarters of 2019, the research and development teams completed and launched 7 new IC models. The Group had 11 new IC models under development and customer evaluation. The completion of the development of several new IC models has been extended as the process was prolonged due to customer evaluation, acceptance and modification work. Developing IC products with suitable technology that appeal to the market is essential for the growth of IC business. This can also expand the range of the IC products and maintain our competitiveness in IC Business.

ASIC Section

Under the ASIC Section, the major products are Electronic Cigarette ICs, DVD Player ICs, Power Management ICs and Motor Driver ICs. 6 new IC models launched for the first three quarters of 2019. Due to the downward pressure in the IC industry, revenue from all major products decreased when compared to the same period last year. Revenue from the ASIC products decreased from approximately HK\$7.2 million for the first three quarters of 2018 to approximately HK\$3.1 million for that of 2019.

於2019年首三季度，本集團的主要活動為：(1)提供集成電路的解決方案，並從事集成電路的設計、開發及銷售；(2)根據放債人條例之規定於香港從事放債業務向客戶，包括個人及企業，提供無抵押及有抵押貸款；(3)於中國提供投資與策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務；及(4)於中國提供採購及分銷建築材料以及供應鏈管理服務業務。

業務回顧

集成電路業務

本集團以「MiniLogic」自主品牌銷售集成電路並向其客戶提供設計和開發訂制集成電路的特定用途集成電路服務（「ASIC服務」）。本集團亦提供訂制的集成電路解決方案以及向ASIC服務業務分部（「ASIC分部」）的客戶銷售訂制的集成電路；另外，在MiniLogic品牌集成電路業務分部（「標準集成電路分部」）獨立開發及銷售普遍適用的集成電路以在市場銷售。

於2019年首三季度，研發團隊完成及推出7個新集成電路型號。本集團有11個新集成電路型號正在開發中並接受客戶評估。由於開發過程因客戶評估、驗收及修改工作而有所延長，數個新集成電路型號之開發工作亦因而延遲完成。以合適技術開發吸引市場的集成電路產品對集成電路業務增長尤為重要，而這亦有助增加集成電路產品種類及保持我們在集成電路業務中的競爭力。

ASIC分部

ASIC分部之主要產品為電子煙集成電路、DVD播放器集成電路、電源管理集成電路及馬達驅動集成電路。6個新型號集成電路於2019年首三季度推出。由於集成電路行業的下行壓力，所有主要產品的收益均較去年同期下跌。ASIC產品的收益由2018年首三季度的約7.2百萬港元下跌至2019年首三季度的約3.1百萬港元。

At the same time, revenue from the provision of ASIC Service decreased from approximately HK\$1.7 million for the first three quarters of 2018 to approximately HK\$0.4 million for that of 2019. Due to the decrease in revenue from the ASIC products, including Power Management ICs, DVD Player ICs, Electronic Cigarette ICs and CCD Surveillance System ICs, the overall revenue from the ASIC Section dropped from approximately HK\$8.9 million for the first three quarters of 2018 to approximately HK\$3.4 million for that of 2019.

Standard IC Section

Under the Standard IC Section, the major products are LCD Driver ICs for instrument panel and Power Management ICs. A new IC model was launched for the first three quarters of 2019. The overall revenue from the Standard IC Section was approximately HK\$3.1 million for the first three quarters of 2019, similar to that of the corresponding period in 2018 approximately HK\$3.3 million.

Money Lending Business

The Group engages in the Money Lending Business, such as providing secured and unsecured loans to customers comprising individuals and corporations to earn interest income. The revenue from the Money Lending Business for the first three quarters of 2019 was approximately HK\$14.2 million, which accounted for 29.9% of the Group's total revenue for the period. It representing a decrease of HK\$1.1 million or 7.0% as compared to approximately HK\$15.3 million of the same period in 2018. The outstanding principal amount of loan receivables as at 30 September 2019 was approximately HK\$180.8 million. The slightly decrease in revenue was mainly attributable to the decrease in average interest rate in the Money Lending Business. While the loans and interest receivables balance (before allowance for expected credit losses) slightly increased by approximately 6.6% to approximately HK\$180.9 million for the nine months ended 30 September 2019 as compared to approximately HK\$169.6 million for the corresponding period in 2018.

同時，提供ASIC服務所得的收益由2018年首三季度的約1.7百萬港元減少至2019年首三季度的約0.4百萬港元。由於ASIC產品（包括電源管理集成電路、DVD播放器集成電路、電子煙集成電路及CCD監察系統集成電路）帶來的收益有所下跌，ASIC分部的整體收益由2018年首三季度的約8.9百萬港元下跌至2019年首三季度的約3.4百萬港元。

標準集成電路分部

標準集成電路分部之主要產品為供儀器板使用的LCD驅動器集成電路及電源管理集成電路。於2019年首三個季度推出一項新型號集成電路。標準集成電路分部的整體收益於2019年首三季度約3.1百萬港元，與2018年同期約3.3百萬港元相若。

放債業務

本集團從事放債業務，例如向客戶（包括個人及企業）提供有抵押及無抵押貸款以賺取利息收入。放債業務所得收益於2019年首三季度為約14.2百萬港元，佔本集團之期內總收益29.9%，較2018年同期約15.3百萬港元減少1.1百萬港元或7.0%。於2019年9月30日，應收貸款的未償還本金額約為180.8百萬港元。收益微跌乃主要由於放債業務的平均利率下降。另一方面，截至2019年9月30日止9個月的應收貸款及利息結餘（未扣減預期信貸虧損撥備前）微升約6.6%至約180.9百萬港元，2018年同期約為169.6百萬港元。

Property Management Business in the PRC

The Group has also entered into the property management industry in the PRC and provides a broad range of property management services to property developers and property owners since 20 January 2017.

Property Management Services

Through providing the property management services to property owners and residents such as pre-delivery services, move-in assistance services, security, cleaning, gardening, repair and maintenance, the revenue of this section increased from approximately HK\$22.1 million for the first three quarters of 2018 to approximately HK\$22.3 million for that of 2019.

As at 30 September 2019, The Group has managed residential and non-residential properties with an aggregate contracted gross floor area ("GFA") of approximately 57,000 and 155,000 square meters respectively. The total contracted GFA means the sum of revenue-bearing GFA, undelivered GFA and common area GFA.

Revenue-bearing GFA represented contracted GFA in relation to which the collection of property management fees has started when a property has been delivered or is ready to be delivered. In properties that have been delivered or are ready to be delivered after delivery notices have been given to the first group of property owners in such properties, property developers would pay property management fees on unsold units until such units are sold.

Undelivered GFA means contracted GFA in relation to which the collection of property management fees has not started because the relevant property is not ready to be delivered.

Common area GFA includes pathways, garden, parking lots, and advertisement bulletin boards.

Property Real Estate Agency Services

The property management team has provided the property real estate agency services in respect of commercial and residential buildings in the PRC. The revenue of this section decreased significantly from approximately HK\$1.3 million for the first three quarters of 2018 to approximately HK\$0.4 million for that of 2019.

於中國之物業管理業務

本集團亦進軍中國物業管理行業，並自2017年1月20日起向物業發展商及業主提供廣泛物業管理服務。

物業管理服務

透過向業主及住戶提供物業管理服務，如交付前服務、協助入伙服務、保安、清潔、園藝、維修及保養，此分部的收益由2018年首三季度約22.1百萬港元增加至2019年首三季度約22.3百萬港元。

於2019年9月30日，本集團已管理住宅及非住宅物業，總訂約建築面積（「建築面積」）分別為約57,000平方米及155,000平方米。總訂約建築面積指計算收益建築面積、未交付建築面積及公共空間建築面積的總和。

計算收益建築面積指物業管理費於物業交付或準備交付後開始收取的已訂約建築面積。物業發展商會於物業交付或準備妥當交付後（此乃於交付通知交予首批業主時發生）就待售單位支付物業管理費，直至該等單位售出為止。

未交付建築面積指因相關物業尚未準備交付而未有開始收取物業管理費的已訂約建築面積。

公共空間建築面積包括小徑、花園、停車位及廣告宣傳板。

房地產經紀服務

物業管理團隊就中國的商業及住宅樓宇提供房地產經紀服務。此分部的收益由2018年首三季度約1.3百萬港元大幅下跌至2019年首三季度約0.4百萬港元。

Property Consulting Services

The property management team has also provided the property management consultancy services to other property management companies such as standardised operation, cost control and consultation. The revenue of this section decreased from approximately HK\$6.2 million for the first three quarters of 2018 to approximately HK\$3.3 million for that of 2019.

Supply Chain Business

During the nine months ended 30 September 2019, the Supply Chain Business recorded a revenue of approximately HKD0.8 million (the corresponding period in 2018: N/A). The Group has entered into the Supply Chain Business, which was commenced in the third quarter of 2019. The Supply Chain Business has provided the sourcing and distribution of, including but not limited to, construction materials and metal materials. It provides value-added services including inventory management and logistics support, to broaden the income stream from such business since 20 July 2019. Its customers include integrated infrastructure companies in the People's Republic of China. During the third quarter of 2019, the management of Company, through established a new subsidiary in PRC, put effort to expand the operation of this segment.

Financial Review

Revenue, Cost of Sales and Services and Gross Profit

The total revenue of the Group decreased from approximately HK\$57.1 million for the first three quarters of 2018 to approximately HK\$47.5 million for that of 2019, representing a decrease of approximately HK\$9.6 million. The decrease in revenue was mainly attributed to the net effect of (i) a decrease in revenue from the IC business of approximately HK\$5.7 million as a consequence of the shrinkage in the scale of IC industry; (ii) a decrease in revenue of approximately HK\$3.9 million collectively from property real estate agency services and property consulting services as a result of decrease in demand of property real estate agency services and property consulting services.

Cost of sales and services of the Group mainly incurred from the IC Business, Supply Chain Business and the Property Management Business amounting to approximately HK\$20.0 million for the first three quarters of 2018 to approximately HK\$18.9 million for that of 2019.

物業諮詢服務

物業管理團隊亦向其他物業管理公司提供物業管理諮詢服務，如標準化運作、成本控制及諮詢。此分部收益由2018年首三季度約6.2百萬港元下跌至2019年同期約3.3百萬港元。

供應鏈業務

截至2019年9月30日止9個月，供應鏈業務錄得收益約0.8百萬港元（2018年相應期間：不適用）。本集團已開展供應鏈業務，其於2019年第三季開始。供應鏈業務提供採購及分銷，包括但不限於建築材料及金屬材料。其自2019年7月20日起提供包括存貨管理及物流支援的增值服務，以拓寬來自該業務的收入來源。其客戶包括於中華人民共和國境內的綜合基建公司。於2019年第三季，本公司管理層透過在中國成立一間新附屬公司，致力擴展本分部的業務。

財務回顧

收益、銷售及服務成本及毛利

本集團的總收益由2018年首三季度約57.1百萬港元減少至2019年同期約47.5百萬港元，減少約9.6百萬港元。收益減少乃主要歸因於下列各項的淨影響所致：(i)由於集成電路行業規模縮減，導致集成電路業務收益減少約5.7百萬港元；(ii)由於對房地產經紀服務及物業諮詢服務的需求減少，房地產經紀服務及物業諮詢服務共減少收益約3.9百萬港元。

本集團的銷售及服務成本乃主要來自集成電路業務、供應鏈業務及物業管理業務，於2018年首三季度約20.0百萬港元，而2019年首三季度約18.9百萬港元。

The Group's gross profit margin as a percentage of revenue decreased from 65.0% for the first three quarters of 2018 to 60.3% for that of 2019. The Group's gross profit for the first three quarters of 2019 was approximately HK\$28.6 million, down from approximately HK\$37.1 million recorded in the first three quarters of 2018.

Expenses

Staff costs of the Group slightly decreased from approximately HK\$14.4 million for the first three quarters of 2018 to approximately HK\$13.1 million for that of 2019, which was mainly due to decrease in number of staff in headquarter.

Depreciation of the Group increased from approximately HK\$1.1 million for the first three quarters of 2018 to approximately HK\$2.0 million for that of 2019, which was mainly due to the depreciation on right-of-use assets after the coming into effect of HKFRS 16.

Operating lease rental of the Group decreased from approximately HK\$1.9 million for the first three quarters of 2018 to approximately HK\$0.3 million for that of 2019, which was mainly due to the change in accounting policies. Details of changes in accounting policies are disclosed in note 3.

Other operating expenses of the Group slightly increased from approximately HK\$5.2 million for the first three quarters of 2018 to approximately HK\$5.3 million for that of 2019.

The finance costs of the Group for the first three quarters of 2019 mainly comprise interest on the lease liability after the coming into effect of HKFRS 16. Finance costs increased approximately HK\$0.2 million for the first three quarters of 2019 (first three quarters of 2018: Nil).

本集團毛利率佔收益由2018年首季度的65.0%下跌至2019年同期的60.3%。本集團毛利總額由2018年首季度約37.1百萬港元下降至2019年首季度約28.6百萬港元。

開支

本集團的員工成本由2018年首季度約14.4百萬港元輕微下跌至2019年首季度約13.1百萬港元，主要是由於總部員工的數目下降所致。

本集團的折舊從2018年首季度約1.1百萬港元增至2019年同期約2.0百萬港元，主要是由於香港財務報告準則第16號生效後使用權資產減值所致。

本集團的經營租賃租金由2018年首季度約1.9百萬港元下跌至2019年首季度約0.3百萬港元，主要由於會計政策變動所致。會計政策變動的詳情請於附註3披露。

本集團的其他經營開支由2018年首季度約5.2百萬港元輕微上升至2019年首季度約5.3百萬港元。

於香港財務報告準則第16號生效後，本集團2019年首季度的融資成本主要包括租賃負債的利息。2019年首季度的融資成本上升約0.2百萬港元（2018年首季度：零）。

Profit Attributable to Owners of the Company

The consolidated profit attributable to owners of the Company for the first three quarters of 2019 was approximately HK\$7.8 million, down from approximately HK\$11.0 million recorded in the first three quarters of 2018. The decrease was mainly attributable to (i) the shrinkage in the scale of IC industry; (ii) a decrease in demand of property real estate agency services and property consulting services; and (iii) an increase in allowance of expected credit losses on trade receivables and loans receivables respectively.

Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

On 11 April 2019, Sichuan Western Asset Management Co., Ltd.* (四川威斯頓資產管理有限公司), an indirectly wholly-owned subsidiary of the Company, as the prospective purchaser and Chengdu Wanlifeng Investment Co., Ltd.* (成都萬利豐投資有限公司), as the prospective vendor, entered into a memorandum of understanding (“MOU”) in relation to the proposed acquisition of 100% of the issued share capital of Chengdu Western Management Co., Ltd. (成都威斯頓經營管理有限責任公司). Details of the MOU are set out in the Company’s announcement dated 11 April 2019, 10 June 2019 and 17 October 2019 respectively. The MOU has lapsed and the second MOU has been signed as at the date of this Report. It is the intention of the prospective vendor and the prospective purchaser to continue to discuss and negotiate the terms on the proposed acquisition.

Apart from those disclosed in the sections headed “Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets” in this report, the Group did not have any other material acquisition, disposal and significant investment during the period ended 30 September 2019.

* For identification purpose

本公司擁有人應佔溢利

於2019年首三季度，本公司擁有人應佔綜合溢利約為7.8百萬港元，較2018年同期約11.0百萬港元有所下降。該下降主要因以下各項導致：(i)集成電路行業規模萎縮；(ii)對房地產經紀服務及物業諮詢服務的需求下降；及(iii)應收貿易賬款及應收貸款各自的預期信貸虧損撥備上升。

持有重大投資、附屬公司的重大收購及出售以及重大投資或資本資產未來的計劃

於2019年4月11日，本公司間接全資附屬公司四川威斯頓資產管理有限公司（作為潛在買方）與成都萬利豐投資有限公司（作為潛在賣方），就建議收購成都威斯頓經營管理有限責任公司100%已發行股本訂立諒解備忘錄（「諒解備忘錄」）。有關諒解備忘錄的詳情載於本公司日期分別為2019年4月11日、2019年6月10日及2019年10月17日的公告。於本報告日期，諒解備忘錄已失效及已簽立第二份諒解備忘錄。潛在賣方及潛在買方均有意繼續討論並洽商建議收購之條款。

除本報告「持有重大投資、附屬公司的重大收購及出售以及未來重大投資或資本資產計劃」一節所披露者外，本集團並無於截至2019年9月30日止期間進行任何其他重大收購、出售及重大投資。

* 僅供識別之用

Outlook

In 2019, market competition will be even more intense and will feature more challenges and uncertainties. The management of the IC Business expects the business environment for the IC Business in the remaining of the year 2019 to remain challenging. Major existing customers have been experiencing stagnant and hence reassessing their sourcing strategies. The IC Business is anticipating strong challenge due to the trade tensions and economic uncertainties.

For Money Lending Business, we will keep a cautious and prudent approach. The Group will continue to employ prudent credit control procedures and strategies to hold a balance between the business growth and the risk management of the Money Lending Business although this segment is still faced fierce competition.

The Group has kept expanding in the property management market and has endeavoured to develop and expand the property management business in the PRC, as a result the property management business has become the main income stream of the Group, and representing approximately 54.6% of the total revenue of the Group for the first nine months of 2019.

The Group will continue to expand its Supply Chain Business in the PRC, and expects to have a growth on the supply chain service on the provision of construction materials. The Group aims to increase its revenue by enhancing the varieties of products, strengthening the marketing efforts and broadening the customer base.

Although the economy is full of uncertainty affected by the ongoing United States-China trade argument and the unstable political environment, the management will keep exercising prudence to safeguard the resources and achieve a steady and stable growth of the Group, and enhance the returns to the shareholders of the Company.

展望

於2019年，市場競爭將更為激烈且將面臨更多挑戰及不明朗因素。集成電路業務的管理層預期，集成電路業務的業務環境於2019年餘下時間仍面臨挑戰。由於主要現有客戶停滯不前，我們正在重新評估彼等的採購策略。由於貿易緊張局勢和經濟不明朗，集成電路業務預計將面臨強大挑戰。

放貸業務方面，我們將保持謹慎及審慎態度。儘管放貸業務分部仍面臨激烈競爭，本集團將繼續採取審慎的信貸控制程序及策略，以在放貸業務的業務增長與風險管理間取得平衡。

本集團在物業管理市場上不斷擴展，並努力在中國發展和擴大物業管理業務，因此，物業管理業務已成為本集團的主要收入來源，於2019年首九個月佔本集團總收益約54.6%。

本集團將繼續擴充其在中國的供應鏈業務，並預期在提供建築材料方面的供應鏈服務有所增長。本集團矢志通過增加產品種類，強化營銷力度及擴大客戶群來增加收益。

儘管由於中美貿易爭端持續和政治環境不穩導致經濟充滿不確定性，但管理層將繼續謹慎行事，以保護資源並實現本集團的平穩及穩定增長，並為本公司股東創造更多回報。

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

As at 30 September 2019, the interests and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 are taken or deemed to have under such provisions of the SFO), or (b) to be and were entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

Long and Short Position

Ordinary shares and underlying share of the Company

Name of Directors	Capacity/ Nature of interests	Number of the Company's issued ordinary shares held (Note 1) 所持本公司 已發行普通股 股份數目 (附註1)	Approximate percentage of total issued shares capital of the Company (Note 2) 佔本公司 已發行股本總數的 概約百分比 (附註2)
Executive Directors			
執行董事			
Mr. Zhang Qing 張慶先生	Personal interest 個人權益	4,000,000 (L) 4,000,000 (好)	0.29%
Mr. Lau Mo 劉武先生	Interest of a controlled corporation (Note 3) 受控制法團權益 (附註3)	810,400,526 (L) 800,400,526 (S) 810,400,526 (好) 800,400,526 (淡)	57.98% 57.26%

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債券的權益及淡倉

於2019年9月30日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益及淡倉），或(b)根據證券及期貨條例第352條須登記於由本公司存置之登記冊內的權益及淡倉，或(c)根據GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所的權益及淡倉如下：

好倉及淡倉

本公司的普通股及相關股份

Notes:

1. The number of the Company's total issued ordinary shares as at 30 September 2019 was 1,397,782,400. The letter "L" denotes long positions in the shares and underlying shares of the Company and the letter "S" denotes short positions in the shares and underlying shares of the Company.
2. The percentages are calculated on the basis of 1,397,782,400 ordinary shares of the Company in issues as at 30 September 2019.
3. Mr. Lau Mo is the beneficial owner of all of the issued share capital of Champsword Limited, and is therefore deemed to be interested in the 800,400,526 ordinary shares of the Company in which Champsword Limited is beneficially interested. As disclosed in the announcement of the Company dated 16 November 2018, Champsword Limited had executed on 13 November 2018 a charge over its 800,400,526 ordinary shares of the Company in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited.

On 26 June 2019, a deed of assignment was entered into between Zhongtai Financial Investment Limited and Zhongtai Dingfeng Classified Fund SP whereby Zhongtai Financial Investment Limited has agreed to assign its security interest to Zhongtai Dingfeng Classified Fund SP. Zhongtai Dingfeng Classified Fund SP thus has security interest over the 800,400,526 ordinary shares of the Company.

On 25 September 2019, Champsword Limited has acquired 10,000,000 ordinary Shares of the Company from off market at a price of HK\$0.088 per share of the Company. Champsword Limited, therefore, held an aggregate of 810,400,526 ordinary shares of the Company.

Save as disclosed above, as at 30 September 2019, so far as is known to the Directors or Chief Executive Officer of the Company, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

附註：

1. 截至2019年9月30日，本公司已發行普通股總數為1,397,782,400股。「好」指於本公司股份及相關股份之好倉，「淡」指於本公司股份及相關股份之淡倉。
2. 百分比乃根據於2019年9月30日本公司已發行之1,397,782,400股普通股股份所計算。
3. 劉武先生為Champsword Limited全部已發行股本之實益擁有人，因此被視為擁有Champsword Limited實益擁有800,400,526股本公司普通股股份之權益。誠如本公司日期為2018年11月16日的公告所披露，Champsword Limited於2018年11月13日以中泰金融投資有限公司為受益人簽立一項以本公司800,400,526股普通股作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。

於2019年6月26日，中泰金融投資有限公司與Zhongtai Dingfeng Classified Fund SP簽訂轉讓契據，即中泰金融投資有限公司已同意將其抵押權益轉讓予Zhongtai Dingfeng Classified Fund SP。因此，Zhongtai Dingfeng Classified Fund SP擁有該800,400,526股本公司普通股的抵押權益。

於2019年9月25日，Champsword Limited於場外以每股本公司股份作價0.088港元收購10,000,000股本公司普通股。因此，Champsword Limited合共持有810,400,526股本公司普通股。

除上文所披露外，於2019年9月30日，就本公司董事或行政總裁所知，概無本公司之董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及8分部須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該等條文彼等被當作或視為擁有之權益及淡倉），或(b)根據證券及期貨條例第352條須登記於該條所指登記冊內的權益或淡倉，或(c)根據GEM上市規則第5.46至5.68條規定須知會本公司及聯交所之權益或淡倉。

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

As at 30 September 2019, so far as is known to the Directors or chief executive officer of the Company, the following persons or corporations (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to 336 of the SFO:

Long and Short Positions

Ordinary shares of the Company

Name of shareholders	Capacity/Nature of interests	Total number of the Company's issued ordinary shares held (Note 1) 所持本公司 已發行普通股 股份總數 (附註1)	Approximate percentage of total issued share capital of the Company (Note 2) 佔本公司 已發行股本總數的 概約百分比 (附註2)
Champsword Limited	Beneficial owner (Note 3)	810,400,526 (L)	57.98%
Champsword Limited	實益擁有人 (附註3)	800,400,526 (S)	57.26%
Mr. Lau Mo	Interest of a controlled corporation (Note 3)	810,400,526 (L)	57.98%
劉武先生	受控制法團權益 (附註3)	800,400,526 (S)	57.26%
Qilu International Funds SPC (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP) ("Qilu")	Person having a security interest in shares (Note 3)	810,400,526 (好)	
Qilu International Funds SPC (為及代表 Zhongtai Dingfeng Classified Fund SP 行事) ("Qilu")	於股份擁有抵押權益的人士 (附註3)	800,400,526 (淡)	
Zhongtai International Asset Management Limited	Investment manager (Note 4)	800,400,526 (L)	57.26%
中泰國際資產管理有限公司	投資經理 (附註4)	800,400,526 (好)	

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2019年9月30日，就本公司任何董事或行政總裁所知，本公司根據證券及期貨條例第336條存置的登記冊記錄，以下人士或法團（除本公司的董事或最高行政人員外）擁有本公司股份及相關股份的權益或淡倉：

好倉及淡倉

本公司的普通股股份

Notes:

1. The number of the Company's total issued ordinary shares as at 30 September 2019 was 1,397,782,400. The letter "L" denotes long positions in the shares and underlying shares of the Company and the letter "S" denotes short positions in the shares and underlying shares of the Company.
2. The percentages are calculated on the basis of 1,397,782,400 ordinary shares of the Company in issues as at 30 September 2019.
3. Mr. Lau Mo is the beneficial owner of all of the issued share capital of Champsword Limited, and is therefore deemed to be interested in the 800,400,526 ordinary shares of the Company in which Champsword Limited is beneficially interested. As disclosed in the announcement of the Company dated 16 November 2018, Champsword Limited had executed on 13 November 2018 a charge over its 800,400,526 ordinary shares of the Company in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited.

On 26 June 2019, a deed of assignment was entered into between Zhongtai Financial Investment Limited and Zhongtai Dingfeng Classified Fund SP whereby Zhongtai Financial Investment Limited has agreed to assign its security interest to Zhongtai Dingfeng Classified Fund SP. Zhongtai Dingfeng Classified Fund SP thus has security interest over the 800,400,526 ordinary shares of the Company.

On 25 September 2019, Champsword Limited has acquired 10,000,000 ordinary Shares of the Company from off market at a price of HK\$0.088 per share of the Company. Champsword Limited, therefore, held an aggregate of 810,400,526 ordinary shares of the Company.

4. Zhongtai International Asset Management Limited is the fund manager of Qilu, as such it is deemed to be interested in all the shares Qilu is interested pursuant to the SFO.

Save as disclosed above, as at 30 September 2019, so far as is known to the Directors and chief executive officer of the company, and based on the public records filed on the website of Hong Kong Exchanges and Clearing Limited and records kept by the Company, no other persons or corporations (other than Directors and Chief Executive Officer of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

附註：

1. 截至2019年9月30日，本公司已發行普通股總數為1,397,782,400股。「好」指於本公司股份及相關股份之好倉，「淡」指於本公司股份及相關股份之淡倉。
2. 百分比乃根據於2019年9月30日本公司已發行之1,397,782,400股普通股所計算。
3. 劉武先生為Champsword Limited全部已發行股本之實益擁有人，因此被視為擁有Champsword Limited實益擁有800,400,526股本公司普通股股份之權益。誠如本公司日期為2018年11月16日的公告所披露，Champsword Limited於2018年11月13日以中泰金融投資有限公司為受益人簽立一項以本公司800,400,526股普通股作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。

於2019年6月26日，中泰金融投資有限公司與Zhongtai Dingfeng Classified Fund SP簽訂轉讓契據，即中泰金融投資有限公司已同意將其抵押權益轉讓予Zhongtai Dingfeng Classified Fund SP。因此，Zhongtai Dingfeng Classified Fund SP擁有該800,400,526股本公司普通股的抵押權益。

於2019年9月25日，Champsword Limited於場外以每股本公司股份0.088港元的價格收購10,000,000股本公司普通股。因此，Champsword Limited合共持有810,400,526股本公司普通股。

4. 中泰國際資產管理有限公司為Qilu的基金經理，因此根據證券及期貨條例被視為於Qilu擁有的所有股份中擁有權益。

除上文所披露外，於2019年9月30日，就本公司董事及行政總裁所知，以及基於香港交易及結算所有限公司網站上備案的公共記錄及本公司保存的記錄，概無其他人士或法團（本公司董事或行政總裁除外）根據本公司按照證券及期貨條例第336條所存置之登記冊記錄於本公司股份或相關股份中擁有權益或淡倉。

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) on 16 May 2012 (“the Adoption Date”). Share Option Scheme will remain in force for a period of 10 years effective from 10 July 2012 of the scheme and will expire on 9 July 2022.

The purpose of the Share Options Scheme is to provide incentives to the participants. The participants of the Share Option Scheme, as absolutely determined by the Board, include:

- (a) any employee (whether full time or part time employee, including any executive directors) of any member of the Group or any entity in which the Group holds any equity interest (“Invested Entity”);
- (b) any non-executive directors (including independent non-executive directors) of any member of the Group or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity.

購股權計劃

本公司於2012年5月16日（「採納日期」）採納一項購股權計劃（「購股權計劃」）。購股權計劃由2012年7月10日起10年內有效，直至2022年7月9日屆滿。

購股權計劃之目的為獎勵其參與者。購股權計劃之參與者（均由董事會全權決定）包括：

- (a) 本集團任何成員公司或本集團持有任何股權之任何實體（「受投資實體」）之任何僱員（不論全職或兼職僱員，包括任何執行董事）；
- (b) 本集團任何成員公司或任何受投資實體之任何非執行董事（包括獨立非執行董事）；
- (c) 向本集團任何成員公司或任何受投資實體提供貨物或服務之任何供應商；
- (d) 本集團任何成員公司或任何受投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何受投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何受投資實體之任何股東或本集團任何成員公司或任何受投資實體所發行任何證券之任何持有人；及
- (g) 本集團任何成員公司或任何受投資實體之任何領域業務或業務發展方面之任何顧問（專業或其他）或諮詢者。

The maximum number of shares in respect to which options may be granted under the Share Option Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Share Option Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the GEM Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

The refreshment of scheme mandate limit of the Scheme (the "Refreshment of Scheme Mandate Limit") was approved by the shareholders of the Company at the Company's annual general meeting held on 3 May 2019 and with effect from 7 May 2019. Details of the Refreshment of Scheme Mandate Limit are set out in the section headed "Letter from the Board" to the circular of the Company dated 29 March 2019.

For the nine months ended 30 September 2019, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the scheme.

根據購股權計劃可能授出之購股權所涉及的股份數目，最多不得超過採納購股權計劃當日本公司已發行股本之10%。該上限可隨時更新，惟新限額合共不得超過股東於股東大會批准當日本公司已發行股本之10%。然而，根據購股權計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份數目合共不得超過當時已發行股份之30%。於任何12個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份數目不得超過該12個月期間最後一天已發行股份之1%，除非按照GEM上市規則經由本公司股東批准則作別論。接納授出之購股權時，應付象徵性代價1港元。

購股權可在授出購股權當日起至授出日之10周年為止期間內隨時行使，而期限由董事釐定。行使價將由董事釐定，但不會低於下列之最高者：(i)每股股份在購股權授出當日在聯交所每日報價表上所列之收市價；(ii)緊接授出購股權日期前五個營業日每股股份在聯交所每日報價表上所列之平均收市價；或(iii)股份面值。

更新該計劃之計劃授權上限（「更新計劃授權上限」）已於2019年5月3日舉行之本公司股東週年大會上獲本公司股東批准並於2019年5月7日起生效。更新計劃授權上限之詳情已刊載於本公司日期為2019年3月29日的通函內「董事會函件」一節。

截至2019年9月30日止9個月，概無任何購股權已獲授出、行使、到期或失效，且該計劃項下概無任何尚未行使之購股權。

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in details of the Directors' information subsequent to the date of the annual report of the Company for the year ended 31 December 2018 are set out below:

1. Mr. Ko Yin Wai retired from office as an independent non-executive Director and Dr. Gao Jinkang has been appointed as an independent non-executive Director upon conclusion of the annual general meeting held on 3 May 2019 (the "AGM").
2. Dr. Sung Tak Wing Leo was resigned on 22 May 2019 as an executive Director and chief executive officer of the Company (the "CEO"), meanwhile, Mr. Zhang Qing was appointed as the CEO.
3. Mr. Liu Kam Lung was resigned on 1 October 2019 as an independent non-executive Director of Pak Tak International Limited (Stock Code: 2668) and ceased to be the chairman of each of the audit committee, the nomination committee and the remuneration committee of Pak Tak International Limited.

Save as disclosed above, there are no other matters required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

PURCHASES, 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 nine months ended 30 September 2019.

INTEREST IN A COMPETING BUSINESS

During the nine months ended 30 September 2019, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group and any other conflicts of interest with the Group.

董事資料變更

根據GEM上市規則第17.50A(1)條，截至2018年12月31日止年度本公司年報日期後董事資料的變動詳情載列如下：

1. 於2019年5月3日舉行的股東週年大會（「股東週年大會」）結束後，高賢偉先生退任獨立非執行董事職務及高晉康博士獲委任為獨立非執行董事。
2. 宋得榮博士於2019年5月22日辭任本公司執行董事兼行政總裁（「行政總裁」），同時，張慶先生獲委任為行政總裁。
3. 廖金龍先生於2019年10月1日辭任百德國際有限公司（股份代號為2668）獨立非執行董事，並且不再擔任該公司審核委員會、提名委員會及薪酬委員會各自的主席。

除上文所披露者外，概無其他事項根據GEM上市規則第17.50A(1)條須予以披露。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2019年9月30日止9個月期間概無購買、出售或贖回任何本公司上市證券。

於競爭業務的權益

截至2019年9月30日止9個月期間，董事、本公司控股股東及其各自的緊密聯繫人（定義見GEM上市規則）概無於任何業務中擁有任何權益而與本集團業務直接或間接構成或可能構成競爭，或與本集團有任何其他利益衝突。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the "Model Code") on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Upon specific enquiry made to all the Directors, the Company was not aware of any non-compliance with the Model Code regarding securities transactions by the Directors during the nine months ended 30 September 2019.

CORPORATE GOVERNANCE PRACTICES

The Group has committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Group.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules as its own code and has complied with the CG Code for the nine months ended 30 September 2019 except the following deviations:

Under code provision A.6.7, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders.

- Mr. Ko Yin Wai (retired from office as an independent non-executive Director on 3 May 2019) was unable to attend the AGM as he was obliged to be away for his business matter.

According to code provision A.2.1 of the CG Code prescribed, among others, the roles of chairman and chief executive should be separated and should not be performed by the same individual.

Immediately after the resignation of the former CEO namely Dr. Sung Tak Wing Leo on 22 May 2019, the chairman of the Board namely Mr. Zhang Qing was appointed as the CEO as a temporary arrangement. The Company will seek to comply with code provision A.2.1 by identifying and appointing a candidate with suitable knowledge, skill and experience for the role of CEO in the near future.

董事的證券交易

本公司已採納一套條款不寬鬆於GEM上市規則第5.48至5.67條所載的交易必守標準之董事進行證券交易之行為守則（「標準守則」）。經向所有董事作出特定查詢後，本公司並不知悉截至2019年9月30日止9個月期間有任何未符合董事進行證券交易之標準守則之情況。

企業管治常規

本集團致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利於本集團的穩健增長，可提升客戶及供應商信心，並保障本集團股東的利益。

董事會持續監察及檢討企業管治原則及常規，以確保合規。本公司已採納GEM上市規則附錄15所載之《企業管治守則》（「企業管治守則」）作為其本身的守則，並已於截至2019年9月30日止9個月內一直遵守企業管治守則，惟下列偏離除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事亦應出席股東大會，對股東的意見有公正的瞭解。

- 高賢偉先生（於2019年5月3日退任獨立非執行董事）因其個人公務事宜而無法出席股東週年大會。

根據企業管治守則所訂明的守則條文第A.2.1條，（其中包括）主席與行政總裁的角色應予區分，並不應由一人同時兼任。

前任行政總裁宋得榮博士於2019年5月22日辭任後，董事會主席張慶先生隨即按臨時安排獲委任為行政總裁。本公司將於不久的未來為行政總裁一職物色及委任具備合適知識、技術及經驗的人選，以遵從守則條文A.2.1。

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") is currently composed of 3 independent non-executive Directors, namely Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Dr. Gao Jinkang, and chaired by Mr. Cheung Chi Man Dennis, who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2019, which is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board
New Western Group Limited
Mr. Zhang Qing
Chairman and Executive Director

Hong Kong, 8 November 2019

As at the date of this report, the executive Directors are Mr. Zhang Qing, and Mr. Lau Mo; the non-executive Director is Mr. Liu Kam Lung and the independent non-executive Directors are Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Dr. Gao Jinkang.

審核委員會

本公司之審核委員會（「審核委員會」）現由3名獨立非執行董事組成，包括張志文先生、趙汝宏先生及高晉康博士，並由張志文先生擔任主席，彼具備GEM上市規則規定的適當專業資格及經驗。

審核委員會已審閱本集團截至2019年9月30日止9個月的未經審核簡明綜合財務報表，並認為該等報表符合適用之會計準則、GEM上市規則及法律規定，且已作出充分披露。

承董事會命
新威頓集團有限公司
張慶先生
主席及執行董事

香港，2019年11月8日

於本報告日期，執行董事為張慶先生及劉武先生；非執行董事為廖金龍先生；及獨立非執行董事為張志文先生、趙汝宏先生及高晉康博士。

