

香港交易及結算所有限公司及香港聯合交易所有限公司對本公佈的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公佈全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

## **F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**

### **F8 企業(控股)集團有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：8347)

### **截至2019年12月31日止九個月 第三季度業績公佈**

F8企業(控股)集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈本公司截至2019年12月31日止九個月的未經審核業績。本公佈列載本公司2019／2020年第三季度報告全文，並遵守香港聯合交易所有限公司(「聯交所」)GEM證券上市規則(「GEM上市規則」)中有關第三季度業績初步公佈附載資料的相關要求。本公司2019／2020年第三季度報告的印刷版本將於2020年2月14日或之前寄發予本公司股東，並可於屆時在GEM網站www.hkgem.com及本公司的網站www.f8.com.hk上閱覽。

承董事會命  
**F8企業(控股)集團有限公司**  
主席  
方俊文

香港，2020年2月7日

於本公佈日期，本公司主席兼執行董事為方俊文先生，執行董事為勞佩儀女士、陳志輝先生及李學賢先生，以及獨立非執行董事為崔志仁先生、鄺旭立先生及王安元先生。

本公佈載的資料乃遵照香港聯合交易所有限公司的GEM證券上市規則而刊載；本公司董事就本公佈共同及個別承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公佈所載資料在各重大方面均屬準確及完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令本公佈或其所載任何陳述產生誤導。

本公佈將由刊登日期起計最少一連7日於GEM網站www.hkgem.com的「最新公司公告」網頁及於本公司網站http://www.f8.com.hk刊登。

## CHARACTERISTICS OF THE GEM (“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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

*This report, for which the directors (the “Directors”) of F8 Enterprises (Holdings) Group Limited (the “Company”) collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of the Stock Exchange for the purpose of giving information with regard to the Company and its subsidiaries (together the “Group”). 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, 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 (「GEM」) 之特色

GEM 的定位乃為相比起聯交所上市的其他公司帶有更高投資風險的中小型公司提供上市的市場。有意投資者應了解投資於此類公司的潛在風險，並應經審慎周詳考慮後方作出投資決定。

由於在 GEM 上市的公司一般為中小型公司，在 GEM 買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦無法保證在 GEM 買賣的證券會有高流通量的市場。

*香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。*

本報告乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)的規定而提供有關 F8 企業(控股)集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之資料。本公司之董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。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，沒有誤導或欺詐成份，本報告無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

The Group recorded a revenue of approximately HK\$371.9 million for the nine months ended 31 December 2019, representing an increase of approximately HK\$157.8 million or 73.7% as compared to the nine months ended 31 December 2018.

The Group recorded a profit attributable to the owners of the Company of approximately HK\$8.1 million for the nine months ended 31 December 2019, representing an increase of approximately HK\$3.6 million as compared to the Group's net profit of approximately HK\$4.5 million for the nine months ended 31 December 2018.

The increase of the Group's profit for the nine months ended 31 December 2019 was mainly due to the increase in the Group's sale of diesel oil and marine diesel oil for the nine months ended 31 December 2019 as compared for the nine months ended 31 December 2018; and the recognition of the fair value change on contingent consideration payable of approximately HK\$3.6 million for the nine months ended 31 December 2019. Excluding the one-off fair value change on contingent consideration payable, the profit attributable to the owner of the Company would have been HK\$4.5 million and HK\$4.5 million for the nine months ended 31 December 2019 and 2018 respectively, representing an increase of approximately 1.0% as compared to the nine months ended 31 December 2018.

The Board does not recommend the payment of any dividend for the nine months period ended 31 December 2019.

截至2019年12月31日止九個月，本集團錄得收益約371.9百萬港元，較截至2018年12月31日止九個月增加約157.8百萬港元或73.7%。

截至2019年12月31日止九個月，本集團錄得本公司擁有人應佔溢利約8.1百萬港元，較截至2018年12月31日止九個月本集團純利約4.5百萬港元增加約3.6百萬港元。

本集團截至2019年12月31日止九個月的溢利增加主要由於本集團於截至2019年12月31日止九個月的柴油及船用柴油銷售較截至2018年12月31日止九個月增加；及於截至2019年12月31日止九個月，確認應付或然代價的公平值變動約3.6百萬港元。截至2019年及2018年12月31日止九個月，撇除應付或然代價的一次性公平值變動，本公司擁有人應佔溢利分別為4.5百萬港元及4.5百萬港元，較截至2018年12月31日止九個月增加約1.0%。

董事會不建議派付截至2019年12月31日止九個月期間的任何股息。

# 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

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

The board of Directors (the “Board”) of the Company is pleased to report the unaudited condensed consolidated quarterly results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 31 December 2019 (the “Reporting Period”), together with the respective unaudited comparative figures for the corresponding periods in 2018, as follows:

本公司董事會(「董事會」)欣然報告本公司及其附屬公司(統稱「本集團」)截至2019年12月31日止三個月及九個月(「報告期間」)的未經審核簡明綜合第三季度業績，連同2018年同期的相關未經審核比較數字如下：

# 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

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

		Notes 附註	Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
			2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3	165,134	87,844	371,856	214,092
Cost of sales	銷售成本		(159,439)	82,828	(353,432)	(196,918)
<b>Gross profit</b>	<b>毛利</b>		<b>5,695</b>	5,016	<b>18,424</b>	17,174
Other gains and losses	其他收益及虧損	5	532	(193)	1,389	1,203
Administrative expenses	行政開支		(4,478)	(3,699)	(11,024)	(10,037)
Other operating expenses	其他營運開支		(900)	(814)	(2,342)	(2,495)
Fair value change on contingent consideration payable	應付或然代價的公平值變動		-	-	3,598	-
<b>Profit from operations</b>	<b>經營溢利</b>		<b>849</b>	310	<b>10,045</b>	5,845
Finance costs	融資成本	6	(254)	(69)	(607)	(71)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	7	<b>595</b>	241	<b>9,438</b>	5,774
Income tax expenses	所得稅開支	8	(388)	(307)	(1,300)	(1,273)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>207</b>	(66)	<b>8,138</b>	4,501
<b>Other comprehensive income for the period</b>	<b>期內其他全面收益</b>					
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：					
Reclassification to profit or loss for the period relating to disposal group held for sale	與持作待售出售集團相關重新分類至期內溢利		-	-	27	-
Exchange differences on translating of foreign operations	換算海外業務的匯兌差額		(14)	(7)	368	11
<b>Other comprehensive income for the period, net of tax</b>	<b>除稅後期內其他全面收益</b>		<b>(14)</b>	(7)	<b>395</b>	11

# 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

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

		Three months ended 31 December		Nine months ended 31 December	
		截至12月31日止三個月 2019	2018	截至12月31日止九個月 2019	2018
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Total comprehensive income for the period</b>	期內全面收益總額	<b>193</b>	(73)	<b>8,533</b>	4,512
<b>Profit for the period attributable to:</b>	以下人士應佔 期內溢利：				
Owners of the Company	本公司擁有人	<b>401</b>	(66)	<b>8,145</b>	4,501
Non-controlling interests	非控股權益	<b>(194)</b>	–	<b>(7)</b>	–
<b>Total equity</b>	權益總額	<b>207</b>	(66)	<b>8,138</b>	4,501
<b>Total comprehensive income for the period attributable to:</b>	以下人士應佔 期內全面收益總額：				
Owners of the Company	本公司擁有人	<b>379</b>	(73)	<b>8,360</b>	4,512
Non-controlling interests	非控股權益	<b>(186)</b>	–	<b>173</b>	–
		<b>193</b>	(73)	<b>8,533</b>	4,512
<b>Earnings per share attributable to the owners of the Company</b>	本公司擁有人應佔 每股盈利				
Basic and diluted (HK cents)	基本及攤薄(港仙)	<b>0.05</b>	(0.01)	<b>1.02</b>	0.56

# Unaudited Condensed Consolidated Statement of Changes in Equity

## 未經審核簡明綜合權益變動表

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

		Share capital	Share premium	Other reserve	Capital contribution reserve	Exchange reserve	Amounts relating to disposal group held for sale	Retained earnings	Sub-total	Non-controlling interests	Total
		股本	股份溢價	其他儲備	資本實繳儲備	匯兌儲備	持作待售出售集團相關金額	保留盈利	小計	非控股權益	總計
		HK\$'000	HK\$'000	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	千港元	千港元
		(Note i)	(Note ii)	(Note iii)	(Note iv)	(Note v)					
		(附註i)	(附註ii)	(附註iii)	(附註iv)	(附註v)					
At 1 April 2018 (Audited)	於2018年4月1日 (經審核)	8,000	49,221	-*	24,652	-	-	5,901	87,774	-	87,774
Profit for the period	期內溢利	-	-	-	-	-	-	4,501	4,501	-	4,501
Exchange differences on translating of foreign operations	換算海外業務的匯兌差額	-	-	-	-	11	-	-	11	-	11
At 31 December 2018 (Unaudited)	於2018年12月31日 (未經審核)	8,000	49,221	-*	24,652	11	-	10,402	92,286	-	92,286
At 1 April 2019 (Audited)	於2019年4月1日 (經審核)	8,000	49,221	-*	24,652	-	(27)	6,705	88,551	-	88,551
Profit for the period	期內溢利	-	-	-	-	-	-	8,145	8,145	(7)	8,138
Reclassification to profit for the period relating to disposal group held for sale	與持作待售出售集團相關重新分類至期內溢利	-	-	-	-	-	27	-	27	-	27
Exchange differences on translating foreign operation	換算海外業務的匯兌差額	-	-	-	-	(202)	-	-	(202)	(166)	(368)
Incorporation of a subsidiary	註冊成立一間附屬公司	-	-	-	-	-	-	-	-	15,382	15,382
At 31 December 2019 (Unaudited)	於2019年12月31日 (未經審核)	8,000	49,221	-*	24,652	(202)	-	14,850	96,521	15,209	111,730

Notes:

附註：

- (i) On 12 April 2017, 200,000,000 shares of HK\$0.01 each of the Company (the "Shares") were allotted and issued at a price of HK\$0.32 per Share by way of Share Offer (the "Share Offer").
- (ii) Share premium represents the excess of shares issue over the par value.
- (iii) Other reserve of the Group represents the difference between the total equity of the subsidiaries and the aggregated share capital of the subsidiaries pursuant to the Reorganisation where the transfer of the subsidiaries to the Company are satisfied by issue of new shares from the Company. The balance was approximately HK\$8.
- (iv) Capital contribution reserve represents the amount of the financial impact arisen from the transfer of business from Great Wall (International) Oil Company (Sole Proprietorship Business) to Great Wall (International) Oil Limited.
- (v) Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- \* The balance was approximately HK\$8.
- (i) 於2017年4月12日，本公司以股份發售(「股份發售」)方式，按每股股份0.32港元的價格配發及發行200,000,000股每股面值0.01港元的股份(「股份」)。
- (ii) 股份溢價指股份發行超過面值的金額。
- (iii) 本集團的其他儲備指該等附屬公司的權益總額與附屬公司根據重組應佔的股本總額之間的差額(將附屬公司轉撥至本公司通過本公司發行新股撥付)。結餘約為8港元。
- (iv) 資本實繳儲備指長城(國際)石油公司(獨資經營業務)向長城(國際)石油有限公司轉讓業務時產生的財務影響所涉及的金額。
- (v) 匯兌儲備包括因換算香港境外業務財務報表而產生的所有匯兌差額。
- \* 結餘約為8港元。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 30 March 2016. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and principal place of business in Hong Kong is Unit 3304, 33/F, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong. The Company's immediate and ultimate holding company is Grand Tycoon Limited, a company incorporated in the British Virgin Islands ("BVI"). Grand Tycoon Limited is controlled by Mr. Fong Chun Man ("Mr. Fong"), a Director of the Company.

The Company is an investment holding company and its subsidiaries are principally engaged in the business of the sale and transportation of diesel oil and related products in Hong Kong and steel products distribution in the People's Republic of China (the "PRC").

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company and its principal subsidiaries and all values are rounded to the nearest thousands (HK\$'000), except when otherwise stated.

### 2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Hong Kong Companies Ordinance"). In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules. The principal accounting policies used in the unaudited consolidated third quarterly results of the Group for the nine months ended 31 December 2019 (the "Third Quarterly Results") are consistent with those adopted in the preparation of the Group's annual financial statements for the year ended 31 March 2019.

In the current period, the Group has applied all new amendments to HKFRSs that are mandatorily effective for the accounting period beginning on or after 1 April 2019.

### 1 一般資料

本公司於2016年3月30日根據公司法在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港的主要營業地點為香港九龍九龍灣宏照道38號企業廣場五期一座33樓3304室。本公司的直接及最終控股公司為宏亨有限公司，該公司於英屬處女群島（「英屬處女群島」）註冊成立。宏亨有限公司由本公司董事方俊文先生（「方先生」）控制。

本公司為投資控股公司，其附屬公司主要在香港從事銷售及運送柴油燃料及相關產品業務以及在中華人民共和國（「中國」）從事分銷鋼產品業務。

除另有所指外，未經審核簡明綜合財務報表以本公司及其主要附屬公司的功能貨幣港元（「港元」）呈列，而所有價值湊整至最接近千位（千港元）。

### 2 編製基準及主要會計政策

未經審核簡明綜合財務報表乃根據所有由香港會計師公會（「香港會計師公會」）頒佈的適用香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（下文統稱為「香港財務報告準則」）以及香港法例第622章公司條例（「香港公司條例」）之披露規定編製。此外，未經審核簡明綜合財務報表包括GEM上市規則的適用披露規定。編製本集團截至2019年12月31日止九個月的未經審核綜合第三季度業績（「第三季度業績」）所用的主要會計政策與編製本集團截至2019年3月31日止年度的年度財務報表所用者貫徹一致。

於本期間，本集團已應用於2019年4月1日或之後開始的會計期間內強制生效的所有香港財務報告準則的新修訂。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

The application of the new amendments to HKFRSs in the current period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

The Third Quarterly Results have not been audited by the Company's auditor but have been reviewed by the audit committee of the Company ("Audit Committee").

### 3 REVENUE

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of the Group's revenue for the Reporting Period is as follows:

#### Disaggregation of revenue from contracts with customers

### 2 編製基準及主要會計政策(續)

於本期間應用香港財務報告準則的新修訂對該等簡明綜合財務報表所呈報的金額及/或該等簡明綜合財務報表所載披露並無造成任何重大影響。

第三季度業績並未經本公司核數師審核，但已經由本公司審核委員會(「審核委員會」)審閱。

### 3 收益

收益指已售貨品的發票淨值(扣除退貨撥備及交易折扣)。

本集團於報告期間的收益分析如下：

#### 來自客戶合約收益的分類

		Three months ended 31 December 截至12月31日止三個月 2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)		Nine months ended 31 December 截至12月31日止九個月 2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Goods transferred at a point of time</b>	<b>在某一時間點轉移的貨品</b>				
Sales of diesel oil and related products	柴油及相關產品銷售				
Diesel oil	柴油	83,161	53,605	221,586	161,769
Marine diesel oil	船用柴油	14,074	5,300	46,412	8,811
Lubricant oil	潤滑油	160	307	534	1,151
		<b>97,395</b>	59,212	<b>268,532</b>	171,731
Sales of health food	健康食品銷售	–	28,632	–	42,361
Sales of steel products	鋼產品銷售	67,739	–	103,324	–
<b>Total revenue from contracts with customers</b>	<b>來自客戶合約收益總額</b>	<b>165,134</b>	87,844	<b>371,856</b>	214,092



# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 4 SEGMENT INFORMATION

Segment information reported to the Board, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. This is also the basis upon which the Group is organised and managed.

#### Segment revenues and results

The following is an analysis of the Group's turnover and results by reportable and operating segment:

### 4 分部資料

分部資料向董事會(即主要營運決策者)匯報,以分配資源並評核側重於所交付或提供貨品或服務的類型的分部表現。此亦為本集團組織及管理的基準。

#### 分部收益及業績

以下為按可呈報及經營分部對本集團營業額及業績的分析:

		Sale and transportation of diesel oil		Sale of health food		Sale of steel products		Total	
		Nine months ended 31 December		Nine months ended 31 December		Nine months ended 31 December		Nine months ended 31 December	
		柴油銷售及運輸		健康食品銷售		鋼產品銷售		總計	
		截至12月31日止九個月		截至12月31日止九個月		截至12月31日止九個月		截至12月31日止九個月	
		2019	2018	2019	2018	2019	2018	2019	2018
		2019年	2018年	2019年	2018年	2019年	2018年	2019年	2018年
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收益	268,532	171,731	-	42,361	103,324	-	371,856	214,092
Segment results	分部業績	17,395	17,795	-	(621)	1,029	-	18,424	17,174
Other gains and losses	其他收益及虧損							1,389	1,203
Fair value change on contingent consideration payable	應付或然代價的公平值變動							3,598	-
Finance costs	融資成本							(607)	(71)
Unallocated corporate expenses	未分配公司開支							(13,366)	(12,532)
Profit before taxation	除稅前溢利							9,438	5,774
Income tax expenses	所得稅開支							(1,300)	(1,273)
Profit for the period	期內溢利							8,138	4,501

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 4 SEGMENT INFORMATION (Continued)

#### Geographical information

The Group's operation is located in Hong Kong and the PRC during the nine months ended 31 December 2019 and nine months ended 31 December 2018. The Group's revenue from external customers based on the location of customers are detailed below:

### 4 分部資料(續)

#### 地理資料

截至2019年12月31日止九個月及截至2018年12月31日止九個月，本集團的業務位於香港及中國。本集團來自外部客戶的收益按客戶的位置詳述如下：

		Three months ended 31 December		Nine months ended 31 December	
		截至12月31日止三個月		截至12月31日止九個月	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Hong Kong	香港	97,395	59,212	268,532	171,731
PRC	中國	67,739	28,632	103,324	42,361
		165,134	87,844	371,856	214,092

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 5 OTHER GAINS AND LOSSES

### 5 其他收益及虧損

	Three months ended 31 December		Nine months ended 31 December	
	截至12月31日止三個月 2019	2018	截至12月31日止九個月 2019	2018
	2019年	2018年	2019年	2018年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	-	160	-
Exchange gain	匯兌收益	46	150	12
Loss on disposal of subsidiaries	出售附屬公司的虧損	-	(27)	-
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值變動	295	587	970
Bank interest income	銀行利息收入	-	-	1
Sundry income	雜項收入	191	519	220
		532	1,389	1,203

### 6 FINANCE COSTS

### 6 融資成本

	Three months ended 31 December		Nine months ended 31 December	
	截至12月31日止三個月 2019	2018	截至12月31日止九個月 2019	2018
	2019年	2018年	2019年	2018年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Interest expenses on bank borrowings wholly repayable within five years	須於五年內悉數償還的銀行借款的利息開支	24	103	68
Interest expenses on bank overdrafts	銀行透支的利息開支	4	5	1
Interest expenses on bonds payable	應付債券的利息開支	220	474	-
Interest expenses on obligations under finance leases	融資租賃承擔的利息開支	-	-	2
Interest expenses on lease liabilities	租賃負債的利息開支	6	25	-
		254	607	71

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 7 PROFIT BEFORE TAXATION

### 7 除稅前溢利

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)
Profit before taxation for the period has been arrived at after charging:	期內除稅前溢利已扣除下列各項：				
Directors' emoluments	董事薪酬	595	580	1,787	1,713
Other staff costs:	其他員工成本：				
— Salaries and other benefits	— 薪金及其他福利	2,413	1,479	4,898	4,173
— Retirement benefits scheme contributions	— 退休福利計劃供款	87	111	233	296
		<b>2,500</b>	1,590	<b>5,131</b>	4,469
Auditors' remuneration	核數師薪酬	175	155	525	455
Cost of inventories recognised as expenses	確認為開支的存貨成本	158,174	81,230	349,987	192,288
Depreciation of property, plant and equipment	物業、廠房及設備折舊				
— Cost of sales	— 銷售成本	448	450	1,343	1,575
— Administrative expenses	— 行政開支	100	103	305	308
		<b>548</b>	553	<b>1,648</b>	1,883
Depreciation of right-of-use assets	使用權資產折舊	306	—	918	—
Operating lease rental expenses in respect of office premises	辦公處的經營租賃租金開支	172	442	172	1,384

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 8 INCOME TAX EXPENSES

### 8 所得稅開支

		Three months ended 31 December		Nine months ended 31 December	
		截至12月31日止三個月		截至12月31日止九個月	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Current tax	即期稅項				
— Hong Kong profits tax	— 香港利得稅	388	383	1,318	1,400
Deferred tax	遞延稅項				
— Current period credit	— 當期信貸	—	(76)	(18)	(127)
		<b>388</b>	<b>307</b>	<b>1,300</b>	<b>1,273</b>

Hong Kong Profits Tax has been provided at the rate of 16.5% of the estimated assessable profit for the year ended 31 March 2018.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 millions of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 millions will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the period ended 31 December 2019.

Accordingly, starting from the current year, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 millions of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 millions.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Under the Law of the People’s Republic of China on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

香港利得稅已就截至2018年3月31日止年度之估計應課稅溢利按16.5%稅率計提撥備。

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**」)，引入利得稅兩級制。條例草案於2018年3月28日經簽署成為法律並於次日刊憲。根據利得稅兩級制，合資格企業首2百萬港元的應課稅溢利的稅率將為8.25%，而超過2百萬港元的應課稅溢利的稅率則將為16.5%。不符合利得稅兩級制的企業的應課稅溢利將繼續按16.5%劃一稅率繳稅。利得稅兩級制於截至2019年12月31日止期間適用於本集團。

因此，自本年度開始，首2百萬港元的估計應課稅溢利之香港利得稅按8.25%稅率計算，而超過2百萬港元的估計應課稅溢利之香港利得稅則按16.5%稅率計算。

根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納任何開曼群島及英屬處女群島的所得稅。

根據中華人民共和國企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施細則，於兩個期間中國附屬公司的稅率均為25%。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2019 截至2019年12月31日止九個月

### 9 DIVIDENDS

The Board does not recommend a payment of any dividend for the nine months ended 31 December 2019 (nine months ended 31 December 2018: Nil).

### 10 EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

### 9 股息

董事會不建議派付截至2019年12月31日止九個月(截至2018年12月31日止九個月：無)的任何股息。

### 10 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按以下數據計算：

		Three months ended 31 December		Nine months ended 31 December	
		截至12月31日止三個月		截至12月31日止九個月	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Earnings</b>	<b>盈利</b>				
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	<b>401</b>	(66)	<b>8,145</b>	4,501
		'000	'000	'000	'000
		千股	千股	千股	千股
<b>Number of shares</b>	<b>股份數目</b>				
Weighted average number of ordinary shares for the purpose of calculation	計算每股基本盈利的普通股加權平均數	<b>800,000</b>	800,000	<b>800,000</b>	800,000
basic earnings per share					

For the nine months ended 31 December 2019 and 2018, the calculation of basic earnings per share attributable to the owners of the Company was based on (i) the profit for the period attributable to the owners of the Company and (ii) the weighted average number of ordinary shares issued during the period.

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary share in issue during the nine months ended 31 December 2019 and 2018.

截至2019年及2018年12月31日止九個月，本公司擁有人應佔每股基本盈利乃按(i)本公司擁有人應佔期內溢利及(ii)期內已發行普通股加權平均數計算。

由於截至2019年及2018年12月31日止九個月不存在攤薄潛在已發行普通股，故每股攤薄盈利與每股基本盈利相同。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

The Group principally carries on the business of sales and transportation of diesel oil and related products in Hong Kong. The Group also supplies marine diesel oil used for construction vessels and lubricant oil used for construction machinery and vehicles. Most of the Group's customers are construction companies which require diesel oil to operate their construction machinery and vehicles. The Group had a fleet of ten diesel tank wagons of various capacity and a marine oil barge as at 31 December 2019.

During the nine months ended 31 December 2018, the Company and Virtue Ever Limited entered into an acquisition agreement for the acquisition of 100% equity interest in the China Forest Food Limited ("China Forest Food") became a wholly owned subsidiary of the Company and the financial statements of China Forest Food had consolidated into the consolidated financial statements of the Group. During the nine months ended 31 December 2019, the Company disposed of 90% of the equity interest in China Forest Food (the "Disposal"). Following completion of the Disposal, the financial results of China Forest Food were no longer consolidated into the consolidated financial statements of the Group.

### Sale and transportation of diesel oil and related products business

The Group has recorded a revenue of approximately HK\$268.5 million from the sale and transportation of diesel oil and related products for the nine months ended 31 December 2019, representing approximately 72.2% of the Group's total revenue and an increase of approximately HK\$96.8 million or 56.4% as compared to the nine months ended 31 December 2018. The increase was mainly due to increase in demand from customers upon the commencement of an existing customer's project in October 2018 and the demand of marine diesel oil from three new customers.

### Sale of steel product business

During the nine months ended 31 December 2019, the Group, together with Xinyu Iron and Steel Group Co., Ltd.\* (新余鋼鐵集團有限公司) and Xinyu Investment Holding Group Co., Ltd.\* (新余市投資控股有限公司), established a joint venture company in the PRC which is principally engaged in the business of steel products processing, motor parts and finished products manufacturing and machining in the PRC. The registered capital of the joint venture company is RMB30.0 million, which is owned as to 55% by the Group.

The Group has recorded a revenue of approximately HK\$103.3 million from the sale of steel products for the nine months ended 31 December 2019, representing approximately 27.8% of the Group's total revenue.

\* The English translation of names for identification purpose only. The official names of these entities are in Chinese.

### 業務回顧

本集團主要在香港進行柴油及相關產品的銷售及運輸業務。本集團亦提供用於工程船舶的船用柴油以及用於工程機器及汽車的潤滑油。本集團的客戶大多數為需要柴油以操作其工程機器及汽車的工程公司。本集團於2019年12月31日擁有十架不同容量的柴油貯槽車及一艘船用柴油駁船。

於截至2018年12月31日止九個月，本公司與永德有限公司就收購中國森林食品有限公司（「中國森林食品」）100%股權事項訂立收購協議。中國森林食品已成為本公司全資附屬公司，且中國森林食品的財務報表已綜合計入本集團的綜合財務報表。於截至2019年12月31日止九個月，本公司出售中國森林食品90%股權（「出售事項」）。出售事項完成後，中國森林食品的財務業績不再綜合計入本集團的綜合財務報表。

### 柴油及相關產品的銷售及運輸業務

截至2019年12月31日止九個月，本集團錄得來自柴油及相關產品銷售及運輸的收益約268.5百萬港元，佔本集團總收益約72.2%，較截至2018年12月31日止九個月增加約96.8百萬港元或56.4%。有關增加乃主要由於客戶需求在一名現有客戶項目於2018年10月展開後增加及三名新客戶對船用柴油的需求所致。

### 鋼產品的銷售業務

於截至2019年12月31日止九個月，本集團與新余鋼鐵集團有限公司及新余市投資控股有限公司在中國成立合資公司，主要在中國從事鋼鐵產品加工、電機配件以及成品製造及加工業務。合營公司的註冊資本為人民幣30.0百萬元，由本集團擁有55%權益。

截至2019年12月31日止九個月，本集團錄得來自鋼產品銷售的收益約103.3百萬港元，佔本集團總收益約27.8%。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

Meanwhile, the Group has executed strict control on costs and expenses. The Group recorded a profit attributable to the owners of the Company of approximately HK\$8.1 million for the nine months ended 31 December 2019, representing an increase of approximately HK\$3.6 million or 80.8% as compared to the nine months ended 31 December 2018. The increase was mainly due to the increase in the Group's sale of diesel oil and marine diesel oil for the nine months ended 31 December 2019 as compared for the six months ended 31 December 2018; and the recognition of the fair value change on contingent consideration payable of approximately HK\$3.6 million for the nine months ended 31 December 2019. Excluding the one-off fair value change on contingent consideration payable, the profit attributable to the owners of the Company would have been HK\$4.5 million and HK\$4.5 million for the nine months ended 31 December 2019 and 2018 respectively, representing an increase of approximately 1.0% as compared to the nine months ended 31 December 2018.

### FUTURE PROSPECTS

The Board believes that market trend of sales of diesel oil and marine diesel oil market in Hong Kong remains optimistic, mainly due to the stable and high level investment in public infrastructure including the railway network, development of marine construction projects including the Hong Kong International Airport's third runway project together with the recovery of logistics industry in Hong Kong.

In view of the challenging business environment and keen competition in the diesel oil sales market in Hong Kong, our Group will continue to deploy more resources on talent recruitment and strengthen our business development and marketing strategy on diesel oil and will also proactively seek potential business opportunities that will broaden our sources of income and enhance value to the shareholders of the Company (the "Shareholders").

### 業務回顧(續)

同時，本集團對各項成本及費用進行嚴格監控。截至2019年12月31日止九個月，本集團錄得本公司擁有人應佔溢利約8.1百萬港元，較截至2018年12月31日止九個月增加約3.6百萬港元或80.8%。有關增幅乃主要由於本集團於截至2019年12月31日止九個月的柴油及船用柴油銷售較截至2018年12月31日止九個月增加；及於截至2019年12月31日止九個月，確認應付或然代價的公平值變動約3.6百萬港元所致。截至2019年及2018年12月31日止九個月，撇除應付或然代價的一次性公平值變動，本公司擁有人應佔溢利分別為4.5百萬港元及4.5百萬港元，較截至2018年12月31日止九個月增加約1.0%。

### 未來前景

董事會認為香港柴油及船用柴油銷售市場的市場趨勢仍然樂觀，主要由於公共基建(包括鐵路網絡)的投資維持於穩定及較高水平、海事工程項目(包括香港國際機場第三跑道項目)的開發以及香港物流業的復甦所致。

鑒於香港柴油銷售市場營商環境挑戰重重且競爭激烈，本集團將繼續投放更多資源於招募人才以及加強於柴油方面的業務發展及市場營銷策略，並將積極尋找可擴大本集團收入來源及增加本公司股東(「股東」)價值的潛在商機。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The Group's revenue increased by approximately HK\$157.8 million or approximately 73.7% from approximately HK\$214.1 million for the nine months ended 31 December 2018 to approximately HK\$371.9 million for the nine months ended 31 December 2019.

Revenue from the sales of diesel oil, marine oil and lubricant oil accounted for approximately HK\$221.6 million, HK\$46.4 million and HK\$0.5 million, representing approximately 59.6%, 12.5% and 0.1%, respectively, of the Group's total revenue for the nine months ended 31 December 2019. For the nine months ended 31 December 2018, the revenue from the sales of diesel oil, marine oil and lubricant oil accounted for approximately HK\$161.8 million, HK\$8.8 million and HK\$1.2 million, representing approximately 75.6%, 4.1% and 0.5%, respectively, of the Group's total revenue. Sales of diesel oil remained the largest contributor to the Group's revenue.

The increase in the Group's revenue was primarily due to the increase in the Group's sales of diesel oil and marine diesel oil. The increase in demand of diesel oil was mainly due to the increase in demand upon the commencement of an existing customer's project in October 2018. Increase in demand of marine diesel oil was attributable to the demand of three new customers during the nine months ended 31 December 2019.

Revenue from the sales of steel products accounted for approximately HK\$103.3 million, representing approximately 27.8% of the Group's total revenue for the nine months ended 31 December 2019.

#### Cost of sales

Cost of the sale and transportation of diesel oil and related products business primarily consists of diesel oil costs, marine diesel oil costs, lubricant oil costs, direct labour costs and depreciation. The purchase cost for the diesel oil, marine diesel oil costs and lubricant oil costs depends on the domestic purchase price offered by the Group's oil suppliers, with reference to the price indices such as Europe Brent spot crude price. For the nine months ended 31 December 2019, the Group's cost of sales in relation to the sale and transportation of diesel oil and related products was approximately HK\$353.4 million, representing an increase of approximately 79.5% from approximately HK\$196.9 million for the nine months ended 31 December 2018. Such increase was in line with the overall increase in revenue.

#### 財務回顧 收益

本集團的收益由截至2018年12月31日止九個月約214.1百萬港元增加約157.8百萬港元或約73.7%至截至2019年12月31日止九個月約371.9百萬港元。

來自柴油、船用柴油及潤滑油銷售的收益分別約為221.6百萬港元、46.4百萬港元及0.5百萬港元，分別佔截至2019年12月31日止九個月本集團總收益約59.6%、12.5%及0.1%。截至2018年12月31日止九個月，來自柴油、船用柴油及潤滑油銷售的收益分別約為161.8百萬港元、8.8百萬港元及1.2百萬港元，分別佔本集團總收益約75.6%、4.1%及0.5%。柴油銷售仍是本集團收益的最大貢獻者。

本集團收益增加乃主要由於本集團柴油及船用柴油銷售增加所致。柴油需求增加主要由於需求在一名現有客戶項目於2018年10月展開後增加所致。船用柴油需求增加乃由於截至2019年12月31日止九個月三名新客戶的需求所致。

來自鋼產品銷售的收益約為103.3百萬港元，佔截至2019年12月31日止六個月本集團總收益約27.8%。

#### 銷售成本

柴油及相關產品銷售及運輸業務的成本主要包括柴油成本、船用柴油成本、潤滑油成本、直接勞工成本及折舊。柴油採購成本、船用柴油成本及潤滑油成本取決於本集團燃油供應商提供的當地採購價，並經參考歐洲布倫特原油現貨價格等價格指標。截至2019年12月31日止九個月，本集團有關柴油及相關產品銷售及運輸的銷售成本約為353.4百萬港元，較截至2018年12月31日止九個月約196.9百萬港元增加約79.5%。有關增幅與收益整體增幅情況一致。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Gross profit and gross profit margin

The gross profit represented the Group's revenue less cost of sales. The Group's gross profit slightly increased by approximately HK\$1.3 million from approximately HK\$17.2 million for the nine months ended 31 December 2018 to HK\$18.4 million for the nine months ended 31 December 2019. The Group's gross profit margin decreased from 8.0% for the nine months ended 31 December 2018 to 5.0% for the nine months ended 31 December 2019. The decrease in gross profit was mainly due to the bulk purchase discount offered to a major customer during the Reporting Period.

#### Profit for the period

As a result of the foregoing, the Group's net profit increased by approximately HK\$3.6 million from a profit of approximately HK\$4.5 million to a profit of approximately HK\$8.1 million for the nine months ended 31 December of 2019, and the Group's net profit margin increased from net profit margin of approximately 2.1% to net profit margin of approximately 2.2% during the same periods. The increase in the net profit and net profit margin for the nine months ended 31 December 2019 was mainly due to the increase in the one-off fair value change on contingent consideration payable during the Reporting Period.

### LIQUIDITY AND CAPITAL RESOURCES

#### Financial Resources and Liquidity

The Group finances its operations through interest-bearing borrowing and bonds placing. The Group recorded net current assets of approximately HK\$111.7 million as at 31 December 2019.

As at 31 December 2019, the Group's current assets amounted to approximately HK\$154.9 million and the Group's current liabilities amounted to approximately HK\$43.5 million. Current ratio was approximately 3.6 as at 31 December 2019. Current ratio is calculated based on total current assets at the end of the period divided by total current liability at the end of the period. Gearing ratio was approximately 17.8% as at 31 December 2019 which was calculated based on the total debt at the end of the period divided by total equity at the end of the period.

As at 31 December 2019, the maximum limit of the banking facilities available to the Group was amounted to approximately HK\$41.0 million and HK\$15.9 million of the banking facilities was utilised.

### 財務回顧(續)

#### 毛利及毛利率

毛利指本集團的收益減銷售成本。本集團的毛利由截至2018年12月31日止九個月約17.2百萬港元輕微增加約1.3百萬港元至截至2019年12月31日止九個月的18.4百萬港元。本集團的毛利率由截至2018年12月31日止九個月的8.0%減少至截至2019年12月31日止九個月的5.0%。毛利減少主要由於報告期間給予一名主要客戶批量購買折扣所致。

#### 期內溢利

由於上述原因，本集團的純利由溢利約4.5百萬港元增加約3.6百萬港元至截至2019年12月31日止九個月的溢利約8.1百萬港元，而本集團的純利率於同期由純利率約2.1%增加至純利率約2.2%。截至2019年12月31日止九個月純利及純利率增加主要由於在報告期間應付或然代價的一次性公平值變動增加所致。

### 流動資金及資本資源

#### 財務資源及流動資金

本集團以計息借款及債券配售撥付經營業務的資金。於2019年12月31日，本集團錄得流動資產淨值約111.7百萬港元。

於2019年12月31日，本集團的流動資產約為154.9百萬港元，而本集團的流動負債則約為43.5百萬港元。於2019年12月31日，流動比率約為3.6倍。流動比率乃根據期末總流動資產除以期末總流動負債計算。於2019年12月31日，資產負債比率約為17.8%，乃按期末總債務除以期末總權益計算。

於2019年12月31日，本集團可用的銀行融資上限約為41.0百萬港元，而15.9百萬港元的銀行融資已獲動用。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE

For the nine months ended 31 December 2019, the capital structure of the Group consisted of equity attributable to the owners of the Company of approximately HK\$96.6 million. The share capital of the Group only comprises of ordinary shares.

The Shares were listed on GEM of the Stock Exchange (the “Listing”) on 12 April 2017 (the “Listing Date”). There has been no change in the capital structure of the Group since then.

### FOREIGN CURRENCY EXPOSURE RISKS

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the distribution of steel products transactions settled in Renminbi and financial assets with Malaysian ringgit. Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities’ functional currency. The Group however did not engage in any derivatives agreements and did not commit to any financial instrument to hedge its foreign exchange exposure during the nine months ended 31 December 2019.

### TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the nine months ended 31 December 2019. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group’s liquidity position to ensure that the liquidity structure of the Group’s assets, liabilities and other commitments can meet its funding requirements from time to time.

### MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

Save as disclosed above, there were no other significant investments held, material acquisitions or disposals of subsidiaries, associates or joint ventures during the nine months ended 31 December 2019.

### CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2019, save as disclosed below in the section headed “Use of Proceeds” in this report, the Group did not have any other material capital commitments or any material contingent liabilities.

### 資本架構

截至2019年12月31日止九個月，本集團的資本架構包括本公司擁有人應佔權益約96.6百萬港元。本集團的股本僅包括普通股。

股份於2017年4月12日（「上市日期」）於聯交所GEM上市（「上市」）。自此，本集團的資本架構並無發生變動。

### 外匯風險

本集團主要於香港經營業務，並面臨各種貨幣風險所產生之外匯風險，風險主要涉及以人民幣結算的鋼產品交易分銷及馬來西亞令吉之金融資產。外匯風險於未來商業交易、已確認資產及負債以並非集團實體功能貨幣的貨幣計值時產生。然而，於截至2019年12月31日止九個月，本集團概無訂立任何衍生工具協議，且並無承諾使用任何金融工具對沖外匯風險。

### 庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故於截至2019年12月31日止九個月整段期間內均得以維持穩健的流動資金狀況。本集團致力透過持續進行信貸評估以及評估其客戶的財務狀況降低信貸風險。為管理流動資金風險，董事會密切監視本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可滿足其不時的資金要求。

### 附屬公司、聯營公司或合營企業的重大收購及出售

除上文所披露者外，於截至2019年12月31日止九個月，本集團並無持有其他重大投資、附屬公司、聯營公司或合營企業的重大收購或出售。

### 資本承擔及或然負債

於2019年12月31日，於本報告內除下文「所得款項用途」一節中所披露者外，本集團並無任何其他重大資本承擔或任何重大或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### DIVIDENDS

The Board does not recommend a payment of any dividend for the nine months ended 31 December 2019 (2018: nil).

### PLEDGE OF ASSETS

As at 31 December 2019, the Group's pledged short-term bank deposits in the amount of HK\$16.0 million was pledged as security for the Group's banking facilities.

### 股息

董事會不建議就截至2019年12月31日止九個月派付任何股息(2018年：無)。

### 資產抵押

於2019年12月31日，本集團的已抵押短期銀行存款16.0百萬港元已抵押，作為本集團銀行融資的抵押品。

# Management Discussion and Analysis

## 管理層討論及分析

### USE OF PROCEEDS

As disclosed in the 2019 Annual Report of the Company, the actual net proceeds (the “**Net Proceeds**”) from the Share Offer (after deduction of the underwriting commission and Listing related expenses) were approximately HK\$45.1 million, which was less than the estimated Net Proceeds of approximately HK\$50.9 million as set out in the Prospectus and the allotment results announcement of the Company dated 11 April 2017.

Set out below is the actual use of the Net Proceeds up to 31 December 2019:

### 所得款項用途

誠如本公司2019年年報所披露，股份發售實際所得款項淨額（「**所得款項淨額**」）（經扣除包銷佣金及上市相關開支後）約為45.1百萬港元，低於招股章程及本公司日期為2017年4月11日的配發結果公佈所載估計所得款項淨額約50.9百萬港元。

以下載列直至2019年12月31日的所得款項淨額的實際用途：

		Planned use of total Net Proceeds	Approximate percentage of total Net Proceeds	Actual use of Net Proceeds up to 31 December 2019	Unused total Net Proceeds up to 31 December 2019
		總所得款項淨額計劃用途	佔總所得款項淨額概約百分比	直至2019年12月31日的所得款項淨額實際用途	直至2019年12月31日的尚未使用總所得款項淨額
		HK\$ million 百萬港元	%	HK\$ million 百萬港元	HK\$ million 百萬港元
Purchase of diesel tank wagons (Note 1)	購買柴油貯槽車(附註1)	7.8	17.3%	3.9	3.9
Purchase of marine diesel oil barge (Note 2)	購買船用柴油駁船(附註2)	14.0	31.0%	8.5	5.5
Further strengthen our manpower (Note 3)	進一步加強人手(附註3)	6.1	13.6%	1.7	4.4
Upgrade of our information technology systems (Note 4)	提升資訊科技系統(附註4)	3.6	7.9%	0.1	3.5
Working capital necessary for the operation of the new diesel tank wagons and marine bunkering business (Note 5)	營運新柴油貯槽車及海上供油業務所需的營運資金(附註5)	9.1	20.2%	6.0	3.1
Working capital	營運資金	4.5	10.0%	4.5	-
<b>Total</b>	<b>總計</b>	<b>45.1</b>	<b>100.0%</b>	<b>24.7</b>	<b>20.4</b>

# Management Discussion and Analysis

## 管理層討論及分析

### USE OF PROCEEDS (Continued)

Notes:

- 1 Two new diesel tank wagons had been purchased and one existing diesel tank wagon had been replaced up to 31 December 2019.
- 2 Marine diesel oil barge has commenced operation in July 2018.
- 3 The Group has been actively involved in the recruitment and selection of suitable candidates through various means including job advertisements in major newspapers.
- 4 The Group was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology system.
- 5 The Group contracted with a service company to operate the marine bunkering business.

Save as disclosed above, the Group will apply the Net Proceeds in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The implantation plans for business strategies and use of Net Proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus. The Group implemented its business strategies and applied the Net Proceeds based on the actual development of the Group's business and industry, as well as market conditions.

### FINANCIAL ASSETS

As at 31 December 2019, the Group had invested a total amount of approximately HK\$2.6 million in a company listed in Bursa Malaysia Berhad. As at 31 December 2019, this investment was reflected at fair value, and a net unrealised gain of approximately HK\$0.6 million was recorded.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group employed a total of 27 employees (33 as at 31 December 2018) including the Directors. For the nine months ended 31 December 2019, total staff costs amounted to approximately HK\$6.9 million (nine months ended 31 December 2018: approximately HK\$4.5 million). Remuneration (including employees' benefits) is maintained within the market level and reviewed on a periodic basis. Employees' salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group's business performance.

### 所得款項用途(續)

附註：

- 1 截至2019年12月31日，已購買兩部新柴油貯槽車及已取代一部現有的柴油貯槽車。
- 2 船用柴油駁船已於2018年7月開始運行。
- 3 本集團透過多種方式(包括在各大報章刊登招聘廣告)積極招聘及甄選合適人選。
- 4 本集團仍就新辦公室行政資訊科技系統的要求及規格與潛在供應商進行磋商。
- 5 本集團與服務公司訂立合約以經營海上供油業務。

除上文所披露者外，本集團將按照與招股章程「未來計劃及所得款項用途」一節所載的擬定用途一致的方式動用所得款項淨額。招股章程所載的業務策略推行計劃及所得款項淨額用途乃基於本集團於編製招股章程時對未來市況作出的最佳估計及假設。本集團根據本集團業務及行業的實際發展狀況以及市況推行其業務策略及動用所得款項淨額。

### 金融資產

於2019年12月31日，本集團於一間馬來西亞交易所上市公司的投資總額約為2.6百萬港元。於2019年12月31日，此項投資已於公平值反映，並錄得未變現收益淨額約0.6百萬港元。

### 僱員及薪酬政策

於2019年12月31日，連董事在內，本集團共有27名僱員(2018年12月31日：33名僱員)。截至2019年12月31日止九個月，總員工成本約6.9百萬港元(截至2018年12月31日止九個月：約4.5百萬港元)。薪酬待遇(包括僱員福利)維持在市場水平，並會定期檢討。僱員薪酬及相關福利乃按其表現、資歷、經驗、職位以及本集團業務表現而釐定。

# Management Discussion and Analysis

## 管理層討論及分析

### ENVIRONMENT POLICIES AND PERFORMANCE

The principal activity of the Group is governed by Hong Kong environmental laws and regulations including the Air Pollution Control Ordinance and the Water Pollution Control Ordinance in Hong Kong. These laws and regulations cover a broad range of environmental matters, including air pollution, noise and gas emissions, leakage of oil products or other hazardous substances. The Group recognises the importance of environmental protection and has implemented various environmental protection measures in order to minimise the operation impact on the environment and natural resources.

The Group will continue to monitor the business operations in order to ensure that it does not have only significant adverse effect on the environment and that the Group's environment protection measures are adequate to ensure compliance with all applicable current Hong Kong laws or regulations.

As at the date of this report, no prosecution, penalty or punishment has been imposed upon the Group for the violation of any environmental laws or regulations.

### EVENTS AFTER THE REPORTING PERIOD

As from 31 December 2019 to the date of this report, save as disclosed in this report, the Board is not aware of any significant events requiring disclosure that have occurred.

### SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Save as disclosed above, during the nine months ended 31 December 2019, the Group did not have any significant investment, material acquisitions nor disposals of subsidiaries and affiliated companies.

### 環境政策及表現

本集團的主要業務受香港環境法律及法規規管，包括香港空氣污染管制條例及水污染管制條例。該等法律及法規涵蓋範圍廣泛的環境事務，包括空氣污染、噪音及氣體排放、石油產品洩漏或其他危害物質。本集團認同環境保護的重要性，並已實施多項環境保護措施以將業務對環境及天然資源的影響降至最低。

本集團將持續監察業務營運，以確保其並無對環境造成重大不利影響，而本集團有充足的環境保護措施以確保遵守所有適用現行香港法律或法規。

於本報告日期，本集團概無因違反任何環境法律或法規而遭受檢控、罰款或處罰。

### 報告期間後事項

於2019年12月31日至本報告日期，除本報告所披露者外，據董事會所知，並無發生任何須予披露的重大事項。

### 附屬公司的重大投資、重大收購及出售

除上文所披露者外，於截至2019年12月31日止九個月，本集團並無任何附屬公司及聯屬公司的重大投資、重大收購或出售。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION

#### Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2019.

#### Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 December 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

### 其他資料

#### 購買、出售或贖回本公司上市證券

截至2019年12月31日止九個月，本公司或其附屬公司概無購買、出售或贖回任何本公司上市證券。

#### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2019年12月31日，董事及本公司最高行政人員於本公司或其相聯法團（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擁有(i)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有關條文被當作或視作擁有的權益及淡倉）或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或(iii)根據GEM上市規則第5.46至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的權益及淡倉如下：

Name of Directors 董事姓名	Capacity/nature of interest 身份／權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Mr. Fong Chun Man 方俊文先生	Interest in a controlled corporation (Note 1) 受控制法團權益(附註1)	440,000,000 (Long position) 440,000,000 (好倉)	55%
Ms. Lo Pui Yee 勞佩儀女士	Interest of spouse (Note 2) 配偶權益(附註2)	440,000,000 (Long position) 440,000,000 (好倉)	55%
Mr. Li Hok Yin 李學賢先生	Beneficial owner 實益擁有人	49,456,000 (Long position) 49,456,000 (好倉)	6.18%



# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (Continued)

Notes:

1. The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO.
2. Ms. Lo Pui Yee is the spouse of Mr. Fong Chun Man and is therefore deemed to be interested in all the shares which Mr. Fong Chun Man is interested for the purpose of Part XV of the SFO.

Save as disclosed above, as at 31 December 2019, none of the Directors and the chief executive of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

### 其他資料(續)

#### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉(續)

附註：

1. 該等股份由宏亨有限公司持有，其100%股權由方俊文先生擁有。就證券及期貨條例第XV部而言，方俊文先生被視為於宏亨有限公司持有之全部股份中擁有權益。
2. 勞佩儀女士為方俊文先生之配偶，並因此就證券及期貨條例第XV部而言，被視為於方俊文先生擁有權益之全部股份中擁有權益。

除上文所披露者外，於2019年12月31日，概無董事及本公司最高行政人員於本公司或其相聯法團(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擁有(i)根據證券及期貨條例第V部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及/或淡倉)，或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的任何權益或淡倉，或(iii)根據GEM上市規則第5.46至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的任何權益或淡倉。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Interests and short positions of the substantial shareholders and other persons in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 December 2019, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in shares or underlying shares which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules or, (iii) who will be, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

### 其他資料(續)

#### 主要股東及其他人士於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2019年12月31日，據董事所知，下列人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有或被視作擁有權益，而(i)須列入於本公司根據證券及期貨條例第336條規定須存置的登記冊，或(ii)根據證券及期貨條例第XV部第2及3分部條文及GEM上市規則而將予以披露，或(iii)將直接或間接於附帶權利可於所有情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值10%或以上中擁有權益。

Name of Shareholders 股東名稱／姓名	Capacity/nature of interest 身份／權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Grand Tycoon Limited	Beneficial owner (Note 1)	440,000,000 (Long position)	55%
宏亨有限公司	實益擁有人(附註1)	440,000,000 (好倉)	55%
Ms. Cheung Yee Lok	Interest of spouse (Note 2)	49,456,000 (Long position)	6.18%
張依樂女士	配偶權益(附註2)	49,456,000 (好倉)	6.18%

#### Notes:

- The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO.
- Ms. Cheung Yee Lok is the spouse of Mr. Li Hok Yin and is therefore deemed to be interested in all the shares which Mr. Li Hok Yin is interested for the purpose of Part XV of the SFO.

#### 附註：

- 該等股份由宏亨有限公司持有，其100%股權由方俊文先生擁有。就證券及期貨條例第XV部而言，方俊文先生被視為於宏亨有限公司擁有之全部股份中擁有權益。
- 張依樂女士為李學賢先生的配偶，並因此就證券及期貨條例第XV部而言，被視為於李學賢先生擁有權益之全部股份中擁有權益。

Save as disclosed above, as at 31 December 2019, the Directors have not been notified by any person who had interests or short positions in the shares, underlying shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文披露者外，於2019年12月31日，概無任何人士已知會董事於本公司股份、相關股份或債權證中擁有須列入根據證券及期貨條例第336條須存置的登記冊之權益或淡倉，或根據證券及期貨條例第XV部第2及3分部條文須予披露之權益或淡倉。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Share Option Scheme

The Company has conditionally adopted the share option scheme in which certain eligible participants including, among others, the Directors and employees of the Group may be granted options to subscribe for Shares on 23 March 2017 (the “**Adoption Date**”). The share option scheme became unconditional upon the Listing Date. Under the terms of the share option scheme, the Board may, at its discretion, grant options to eligible participants to subscribe for Shares.

No share options were granted since the Adoption Date up to 31 December 2019, and there was no share option outstanding as at 31 March 2019. As at 31 December 2019, the Company had 80,000,000 shares available for issue under the share option scheme, representing 10% of the existing issued share capital of the Company as at the date of this report.

#### Competing Interests

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is likely to compete, directly or indirectly, with our Group’s business during the Reporting Period and up to the date of this report.

#### Interests of the Compliance Adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Guotai Junan Capital Limited (“**Guotai Junan**”) to be the compliance adviser. As informed by Guotai Junan, neither Guotai Junan nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules except for the participation of Guotai Junan as the sponsor in relation to the Listing and the compliance adviser agreement entered into between the Company and Guotai Junan on 8 September 2016.

### 其他資料(續)

#### 購股權計劃

本公司已於2017年3月23日(「**採納日期**」)有條件採納購股權計劃，其中若干合資格參與者(其中包括董事及本集團僱員)可能獲授購股權以認購股份。購股權計劃於上市日期後成為無條件。根據購股權計劃的條款，董事會可酌情向合資格參與者授予購股權以認購股份。

自採納日期起直至2019年12月31日，概無授出任何購股權，而於2019年3月31日亦無任何購股權尚未行使。於2019年12月31日，本公司根據購股權計劃擁有80,000,000股股份可供發行，佔本公司於本報告日期的現有已發行股本10%。

#### 競爭權益

董事確認，於報告期間及直至本報告日期，概無控股股東或董事及彼等各自之緊密聯繫人(定義見GEM上市規則)於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務(本集團所營運之業務除外)中擁有權益。

#### 合規顧問之權益

根據GEM上市規則第6A.19條，本公司已委聘國泰君安融資有限公司(「**國泰君安**」)為合規顧問。誠如國泰君安所告知，國泰君安及其任何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的股本中擁有任何權益(包括購股權或可認購有關證券的權利(如有))或擁有與本公司有關且根據GEM上市規則第6A.32條須知會本公司之其他權益(惟不包括國泰君安就上市作為保薦人所得參與權益及本公司與國泰君安於2016年9月8日訂立的合規顧問協議)。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Audit Committee

The Company has established an audit committee (the “**Audit Committee**”) on 23 March 2017 in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and with written terms of reference amended and restated with effect from 1 January 2019 in compliance with the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chui Chi Yun, Robert, Mr. Wang Anyuan and Mr. Kwong Yuk Lap. Mr. Chui Chi Yun, Robert is the chairman of the Audit Committee and he holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the Company’s internal control and risk management system, overseeing the balance, transparency and integrity of the Company’s financial statements and the application of financial reporting principles, reviewing the relationship with the external auditor and its independence assessment and the adequacy of resources, qualifications and experience of the Company’s accounting staff, their training programs and budget. The full terms of reference setting out details of duties of the Audit Committee is available on both the GEM website and the Company’s website.

The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2019 had been reviewed by the Audit Committee, which was of the opinion that the unaudited condensed consolidated financial statements have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules.

#### Nomination Committee

The Company established a nomination committee (the “**Nomination Committee**”) on 23 March 2017 which comprised Mr. Fong Chun Man and two independent non-executive Directors, namely Mr. Kwong Yuk Lap and Mr. Chui Chi Yun, Robert. Mr. Kwong Yuk Lap is the Chairman of the Nomination Committee.

### 其他資料(續)

#### 審核委員會

本公司已於2017年3月23日根據GEM上市規則第5.28至5.29條成立審核委員會(「**審核委員會**」)，並根據GEM上市規則附錄15所載的企業管治守則備有書面職權範圍，自2019年1月1日起經修訂及重列。審核委員會由三名獨立非執行董事崔志仁先生、王安元先生及鄭旭立先生組成。崔志仁先生為審核委員會主席並持有GEM上市規則第5.05(2)及5.28條所規定的合適專業資格。

審核委員會的主要職責為透過就以下事項向董事會提供獨立意見，為董事會提供協助：本公司內部監控及風險管理系統的成效，監督本公司財務報表的收支、透明度及完整性以及財務報告原則的應用、審閱與外部核數師的關係及其獨立性評估以及本公司會計人員的資源、資格和經驗的充足性、其培訓計劃及預算。載列審核委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

本集團截至2019年12月31日止九個月的未經審核簡明綜合財務報表已由審核委員會審閱，其認為未經審核簡明綜合財務報表已按照適用會計準則及GEM上市規則編製。

#### 提名委員會

本公司於2017年3月23日成立提名委員會(「**提名委員會**」)，由方俊文先生與兩名獨立非執行董事鄭旭立先生及崔志仁先生組成。鄭旭立先生為提名委員會主席。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Nomination Committee (Continued)

The primary function of the Nomination Committee is to review the policy concerning diversity of board members and the structure, size and composition of the Board on regular basis and disclose such policy, including any measurable objectives that the Committee has set for implementing the policy and progress on achieving those objectives, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (including disclosure in the Company's corporate governance report as appropriate); identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of duties of the Nomination Committee is available on both the GEM website and the Company's website.

Pursuant to the terms of reference of the Nomination Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

The Nomination Committee has reviewed the structure, size and composition of the Board and the Policy as well as discussing matters regarding the retirement and re-election of Directors.

#### Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") on 23 March 2017 in compliance with Appendix 15 of the GEM Listing Rules, which comprised two independent non-executive Directors, namely Mr. Wang Anyuan and Mr. Chui Chi Yun, Robert together with Mr. Fong Chun Man. Mr. Wang Anyuan is the Chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review and approve the management's remuneration proposals, and ensure none of the Directors determine their own remuneration. The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM website and the Company's website.

### 其他資料(續)

#### 提名委員會(續)

提名委員會的主要職責為定期檢討有關董事會成員組合多元化以及董事會架構、規模及組成的政策，並根據香港聯合交易所有限公司GEM證券上市規則披露該政策(包括適時在本公司的企業管治報告內披露資料)，當中包括委員會為落實該政策而制定的任何可衡量目標及達致該等目標的進度；物色適合且合資格成為董事會成員人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。載列提名委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

根據提名委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行額外會議。

提名委員會已檢討董事會架構、規模及組成以及政策，並討論有關董事退任及重選的事宜。

#### 薪酬委員會

本公司於2017年3月23日根據GEM上市規則附錄15成立薪酬委員會(「薪酬委員會」)，由兩名獨立非執行董事王安元先生及崔志仁先生與方俊文先生組成。王安元先生為薪酬委員會主席。

薪酬委員會的主要職責為就本集團全體董事及高級管理層的整體薪酬政策及架構向董事會作出推薦意見；審閱及批准管理層薪酬建議；及確保董事概無自行釐定薪酬。載列薪酬委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INFORMATION (Continued)

#### Remuneration Committee (Continued)

The Remuneration Committee determines Directors' remuneration by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

#### Directors' Securities Transactions

The Company adopted a code of conduct regarding directors' securities transactions 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. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors' securities transactions as at the date of this report.

#### Corporate Governance

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. During the nine months ended 31 December 2019, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code Provisions") contained in Appendix 15 of the GEM Listing Rules.

On behalf of the Board  
**F8 Enterprises (Holdings) Group Limited**  
**Mr. Fong Chun Man**  
Chairman and executive Director

Hong Kong, 7 February 2020

As at the date of this report, the chairman and the executive Director of the Company is Mr. FONG Chun Man, the executive Directors of the Company are Ms. LO Pui Yee, Mr. CHAN Chi Fai and Mr. LI Hok Yin; and the independent non-executive Directors of the Company are Mr. CHUI Chi Yun, Robert, Mr. KWONG Yuk Lap and Mr. WANG Anyuan.

This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at [www.f8.com.hk](http://www.f8.com.hk).

### 其他資料(續)

#### 薪酬委員會(續)

薪酬委員會透過參考市場基準釐定董事薪酬。本公司亦考慮董事個人能力、職責、責任、表現及本集團之業績釐定各董事之確切薪酬水平。

根據薪酬委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行額外會議。

#### 董事的證券交易

本公司採納了董事進行證券交易的行為守則，其條款嚴謹程度不遜於GEM上市規則第5.48至5.67條所載的規定交易標準。向全體董事作出具體查詢後，本公司確認，所有董事於本報告日期均已遵守規定交易標準及本公司有關董事進行證券交易的行為守則。

#### 企業管治

本公司致力維持及確保高水平的企業管治標準，並會不斷檢討及改善企業管治常規及標準。本公司於截至2019年12月31日止九個月一直遵守GEM上市規則附錄15所載企業管治守則的守則條文(「守則條文」)。

承董事會命  
**F8企業(控股)集團有限公司**  
主席兼執行董事  
方俊文先生

香港，2020年2月7日

於本報告日期，本公司主席兼執行董事為方俊文先生，本公司執行董事為勞佩儀女士、陳志輝先生及李學賢先生，以及本公司獨立非執行董事為崔志仁先生、鄭旭立先生及王安元先生。

本報告將由刊登日期起計最少一連7日於GEM網站[www.hkgem.com](http://www.hkgem.com)的「最新公司公告」網頁及於本公司網站[www.f8.com.hk](http://www.f8.com.hk)刊登。