



PFC Device Inc.

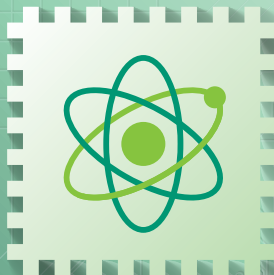
節能元件有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code : 8231

FIRST QUARTERLY REPORT

2020



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*This report, for which the directors (the “**Directors**”) of PFC Device Inc. (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 and its subsidiaries. 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.*

FIRST QUARTERLY RESULTS

The board of Directors (“the Board”) of the Company is pleased to announce the unaudited condensed consolidated first quarterly results of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the three months ended 31 March 2020, together with the unaudited comparative figures for the corresponding period in 2019, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2020

		Three months ended	
		31 March	
	Notes	2020	2019
		US\$'000	US\$'000
		(unaudited)	(unaudited)
Revenue	3	3,219	3,490
Cost of sales		(2,757)	(3,238)
		<hr/>	<hr/>
Gross profit		462	252
Other income		11	1
Selling and distribution expenses		(34)	(27)
Administrative expenses		(876)	(902)
Other operating expenses		(29)	(50)
Finance costs		(2)	(13)
Other gains		39	61
		<hr/>	<hr/>
Loss before income tax	4	(429)	(678)
Income tax expense	5	(6)	(5)
		<hr/>	<hr/>
Loss for the period attributable to owners of the Company		(435)	(683)
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss			
Exchange difference arising from translation of overseas operations		(206)	209
		<hr/>	<hr/>
Total comprehensive income for the period attributable to owners of the Company		(641)	(474)
		<hr/> <hr/>	<hr/> <hr/>
		US cents	US cents
Loss per share	7		
– Basic		(0.027)	(0.042)
– Diluted		(0.027)	(0.042)
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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2020

	Share capital	Share premium	Share option reserve	Merger reserve	Capital contribution	Translation reserve	Accumulated losses	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Three months ended 31 March 2019								
(unaudited)								
At 1 January 2019	2,085	21,067	194	905	1,247	(553)	(2,023)	22,922
Loss for the period	-	-	-	-	-	-	(683)	(683)
Other comprehensive income for the period								
– Exchange difference arising from translation of overseas operations	-	-	-	-	-	209	-	209
Total comprehensive income for the period	-	-	-	-	-	209	(683)	(474)
Transactions with owner:								
Share-based payment expense of options granted by the Company in 2017	-	-	6	-	-	-	-	6
At 31 March 2019	<u>2,085</u>	<u>21,067</u>	<u>200</u>	<u>905</u>	<u>1,247</u>	<u>(344)</u>	<u>(2,706)</u>	<u>22,454</u>
Three months ended 31 March 2020								
(unaudited)								
At 1 January 2020	2,085	21,067	206	905	1,247	(715)	(3,446)	21,349
Loss for the period	-	-	-	-	-	-	(435)	(435)
Other comprehensive income for the period								
– Exchange difference arising from translation of overseas operations	-	-	-	-	-	(206)	-	(206)
Total comprehensive income for the period	-	-	-	-	-	(206)	(435)	(641)
Transactions with owner:								
Share-based payment expense of options granted by the Company in 2017	-	-	3	-	-	-	-	3
At 31 March 2020	<u>2,085</u>	<u>21,067</u>	<u>209</u>	<u>905</u>	<u>1,247</u>	<u>(921)</u>	<u>(3,881)</u>	<u>20,711</u>

1. GENERAL INFORMATION

PFC Device Inc. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability. The shares of the Company were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 7 October 2016.

The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business is located at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong.

The Group, comprising the Company and its subsidiaries, is principally engaged in manufacturing and sales of power discrete semiconductors.

The Company’s holding company is Lotus Atlantic Limited (“**Lotus Atlantic**”), a company incorporated in the British Virgin Islands and the directors of the Company consider its ultimate holding company is Shell Electric Holdings Limited (“**Shell Electric**”), a company incorporated in Bermuda.

The unaudited condensed consolidated financial information of the Group for the three months ended 31 March 2020 have not been audited but have been reviewed by the Audit Committee, and were approved for issue by the directors on 11 May 2020.

2. BASIS OF PREPARATION

Except for the adoption of new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which are effective for the Group’s financial year beginning 1 January 2020, the accounting policies applied in preparing these unaudited condensed consolidated financial information for the three months ended 31 March 2020 are consistent with those of the annual financial statements. The unaudited condensed consolidated financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2019 (the “**2019 Annual Financial Statements**”) which have been prepared in accordance with HKFRSs.

The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are not yet effective.

The unaudited condensed consolidated financial information have been prepared under the historical cost basis.

The unaudited condensed consolidated financial information are presented in United States dollars (“**US\$**”), which is same as the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

3. REVENUE

The Group is principally engaged in manufacturing and sales of power discrete semiconductors. Revenue from contracts with customers within the scope of HKFRS 15, which is recognized at a point in time comprise:

	Three months ended	
	31 March	
	2020	2019
	US\$'000	US\$'000
	(unaudited)	(unaudited)
Sales of power discrete semiconductors	3,219	3,259
Trading of raw materials	–	231
	<hr/>	<hr/>
	3,219	3,490
	<hr/> <hr/>	<hr/> <hr/>

4. LOSS BEFORE INCOME TAX

	Three months ended	
	31 March	
	2020	2019
	US\$'000	US\$'000
	(unaudited)	(unaudited)

Loss before income tax is arrived at after charging:

Write down of inventories to net realisable value	105	199
Depreciation of property, plant and equipment	402	418
Depreciation of right-of-use assets	57	88
Employee benefit expenses (including directors' emoluments)		
– Salaries, wages and other benefits	735	798
– Contribution to defined contribution retirement plans	24	49
– Equity-settled share-based payment expense	3	6
	<hr/>	<hr/>
	762	853
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5. INCOME TAX EXPENSE

The amount of income tax expense in the unaudited condensed consolidated statement of comprehensive income represents:

	Three months ended	
	31 March	
	2020	2019
	US\$'000	US\$'000
	(unaudited)	(unaudited)
Current tax	–	–
Deferred tax	<u>6</u>	<u>5</u>
Income tax expense	<u>6</u>	<u>5</u>

Hong Kong Profits Tax is calculated at 16.5% (2019: 16.5%) on the estimated assessable profits derived from Hong Kong for the period. Profits Tax arising from operations in Taiwan is calculated at 20% (2019: 20%) on the estimated assessable profits for the period. Enterprise Income Tax arising from other regions of the People's Republic of China is calculated at 25% (2019: 25%) on the estimated assessable income for the period.

6. DIVIDEND

The Board does not declare the payment of any interim dividend for the three months ended 31 March 2020 (three months ended 31 March 2019: nil).

7. LOSS PER SHARE

The calculation of basic loss per share is based on the following data:

	Three months ended 31 March	
	2020	2019
	US\$'000	US\$'000
	(unaudited)	(unaudited)
Loss		
Loss for the period attributable to owners of the Company	(435)	(683)

	Three months ended 31 March	
	2020	2019
	Number of	Number of
	Shares	Shares
	'000	'000
	(unaudited)	(unaudited)
Number of shares		
Weighted average number of ordinary shares in issue during the period	1,618,032	1,618,032

The calculation of the basic loss per share is based on the loss for the period attributable to owners of the Company of US\$435,000 (2019: loss of US\$683,000), and the weighted average number of ordinary shares of 1,618,032,000 (2019: 1,618,032,000) in issue during the period.

Diluted loss per share for the three months ended 31 March 2019 and 31 March 2020 are the same as the basic loss per share as the impact of the potential dilutive ordinary shares outstanding which are the share options granted by the Company on 22 March 2017 has an anti-dilutive effect on the basic loss per share presented for these periods.

BUSINESS REVIEW

The start of 2020 was marked by the outbreak of COVID-19 and its ongoing impact. While the US-China trade dispute impact on trade demand was just about to come to some ease with both sides reaching a phase one deal in January 2020, global demand uncertainty is again affected by the COVID-19 outbreak. In this unprecedented first quarter of the year the Group recorded revenue from sales of power discrete semiconductor of US\$3.2 million, representing a 1.2% drop from the corresponding period of last year and the smallest percentage drop since the onset of the US-China trade dispute in 2018. Although the COVID-19 pandemic showed limited impact on the Group's business in this first quarter, uncertainty regarding full year impact on demand remains. The Group forecasts weaker demand in the consumer electronics and automotive markets in 2020 and correspondingly weak demand drive in the Group's power discrete semiconductor products market.

FINANCIAL REVIEW

Revenue and Operating Results

Revenue from the Group's operations for the three months ended 31 March 2020 amounted to US\$3.2 million, representing a decrease of US\$0.3 million or 8.6% as compared to US\$3.5 million for the corresponding period in 2019. Such decrease was primarily attributable to the discontinued of raw materials sales beginning in the third quarter of 2019.

The Group's gross profit for the three months ended 31 March 2020 amounted US\$0.5 million, representing an increase of US\$0.2 million as compared to US\$0.3 million for the corresponding period in 2019. The gross profit margin for the three months ended 31 March 2020 was 14.4%, representing an increase of 7.2 percentage points as compared to 7.2% for the corresponding period in 2019. The increase in the gross profit margin was mainly due to the Group's rigorous efforts in maintaining control over its manufacturing overhead, as well as decrease in inventories write down compared to the corresponding period last year.

Loss attributable to the owners of the Company for the three months ended 31 March 2020 was US\$0.4 million (three months ended 31 March 2019: loss of US\$0.7 million). The decrease in net loss was mainly attributable to an increase of gross profit as discussed above, and the decrease in administrative expenses due to better control of staff costs.

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 March 2020, the Directors and chief executives of the Company and/or any of their respective associates had the following interests and short positions in the shares (the "Shares"), underlying Shares and debentures of the Company and/or any of its associated corporations (which has the same meaning as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules:

I. Long Position in the Shares of the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held/ interested in the Company	Percentage of shareholding as at 31 March 2020
Mr. Yung Kwok Kee, Billy ("Mr. Yung")	Interest in a controlled corporation (Note)	949,127,925	58.65%
Mr. Hong James Man-fai ("Mr. Hong")	Beneficial interest	9,071,657	0.56%
Mr. Chow Kai Chiu, David ("Mr. Chow")	Beneficial interest	2,703,838	0.17%

Note:

Mr. Yung is interested in 100% of the issued share capital of Red Dynasty Investments Limited ("**Red Dynasty**"). Red Dynasty holds 80.5% interest in Shell Electric Holdings Limited ("**Shell Electric**"). Lotus Atlantic Limited ("**Lotus Atlantic**") is wholly and beneficially owned by Sybond Venture Limited ("**Sybond Venture**"), and Sybond Venture is wholly and beneficially owned by Shell Electric. Mr. Yung is therefore deemed to be interested in 949,127,925 Shares held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of SFO.

II. Long Position in the underlying Shares

Name of Director	Capacity	Number of underlying Shares held	Percentage of shareholding as at 31 March 2020
Mr. Hong	Beneficial interest	5,408,343 (Note 1)	0.33%
Mr. Tang Che Yin (" Mr. Tang ")	Beneficial interest	2,800,000 (Note 2)	0.17%

Notes:

1. *These underlying Shares represent 5,408,343 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Hong on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Hong from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.*
2. *These underlying Shares represent 2,800,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Tang on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Tang from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.*

Save as disclosed above, as at 31 March 2020, none of Directors nor chief executive of the Company and/or any of their respective associates has registered an interest or short positions in the Shares, underlying shares or debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2020, the interest and short positions of the person (other than the interest of the Directors or chief executive of the Company as disclosed above) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of Shareholder	Capacity/ nature of interest	Number of Shares held/ interested in	Long/short position	Percentage of shareholding as at 31 March 2020
Lotus Atlantic	Beneficial owner	949,127,925 (Note 1)	Long	58.65%
Sybond Venture	Interest in a controlled corporation	949,127,925 (Note 1)	Long	58.65%
Shell Electric	Interest in a controlled corporation	949,127,925 (Note 1)	Long	58.65%
Red Dynasty	Interest in a controlled corporation	949,127,925 (Note 1)	Long	58.65%
Ms. Vivian Hsu	Family interest	949,127,925 (Note 2)	Long	58.65%

Notes:

- Red Dynasty holds 80.5% interest in Shell Electric. Lotus Atlantic is wholly and beneficially owned by Sybond Venture, and Sybond Venture is wholly and beneficially owned by Shell Electric. Each of these companies is therefore deemed to be interested in 949,127,925 Shares owned and held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of the SFO.*
- These Shares represent the interest held by Lotus Atlantic which is a controlled corporation of Mr. Yung. Ms. Vivian Hsu ("**Mrs. Yung**") is the spouse of Mr. Yung. Under the SFO, Mr. Yung is deemed to be interested in all of the Shares owned by Lotus Atlantic and Mrs. Yung is deemed to be interested in all the Shares in which Mr. Yung is interested.*

Save as disclosed above, as at 31 March 2020 and so far as known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant Section 336 of the SFO.

SHARE OPTION SCHEME

Pursuant to the resolution passed by the shareholders of the Company on 19 September 2016, the adoption of the share option scheme of the Company (the “**PFC Device Option Scheme**”) was approved to enable the Company to grant options to eligible persons as incentives or rewards for their contributions or potential contributions to the Group. Eligible participants of PFC Device Option Scheme include the directors, employees, executives or officers of the Group and any suppliers, consultants, agents, advisers and related entities to the Group.

On 22 March 2017, options to subscribe for an aggregate of 41,794,191 shares of the Company, were granted under PFC Device Option Scheme to certain directors, employees and consultants, which shall vest based on the vesting schedules specified in the offer documents of the respective grantees. Share options granted to non-employee participants are for their contribution to the Group in respect of providing services similar to those rendered to its employees.

The movements of the share options granted under PFC Device Option Scheme during the period are as follows:

Grantee	Date of grant	Exercise price HK\$	Numbers of options			As at 31 March 2020
			As at 1 January 2020	Exercised	Forfeited	
Directors						
Mr. Hong	22 March 2017	0.165	5,408,343	-	-	5,408,343
Mr. Tang	22 March 2017	0.165	2,800,000	-	-	2,800,000
Other employees	22 March 2017	0.165	9,799,821	-	-	9,799,821
Consultants	22 March 2017	0.165	1,960,000	-	-	1,960,000
			19,968,164	-	-	19,968,164

The closing price of the Company’s shares immediately before the date of grant of share options was HK\$0.172.

The share options granted on 22 March 2017 are valid and effective for a period of 10 years from date of acceptance on 1 April 2017 subject to vesting requirements that the options shall be vested by stages which last for 9 months to 3.25 years.

No share option was granted or exercised during the three months ended 31 March 2020.

As at 31 March 2020, there were 19,968,164 shares issuable under outstanding share options granted under PFC Device Option Scheme. The weighted average remaining contractual life of these options was 7 years. Out of the total options outstanding as at 31 March 2020, options to subscribe for 19,734,832 shares vested and were exercisable by the grantees by giving notice in writing to the Company. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of additional 19,968,164 shares of the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the three months ended 31 March 2020 were there rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

COMPETING INTERESTS

Save as disclosed in the paragraph headed "Compliance of Non-Competition Undertaking" on pages 54-55 of 2018 annual report, during the three months period ended 31 March 2020, so far as the Directors are aware, none of the Directors, the controlling shareholders and substantial shareholders, neither themselves nor their respective associates (as defined in the GEM Listing Rules) had held any position or had interest in any businesses or companies that were or might be materially competing with the business of the Group, or gave rise to any concern regarding conflict of interests.

PURCHASE, SALE OF REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the three months ended 31 March 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests. During the three months ended 31 March 2020, the Company had complied with the applicable code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 of the GEM Listing Rules.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the "**Code of Conduct**"). The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have complied with the required standard of dealings set out in the Code of Conduct throughout the three months ended 31 March 2020.

AUDIT COMMITTEE

The audit committee of the Company ("**Audit Committee**") consists of two independent non-executive Directors and one non-executive Director of the Company, namely Mr. Leung Man Chiu, Lawrence (chairman of the Audit Committee), Mr. Fan Yan Hok, Philip and Mr. Yung Kwok Kee, Billy, with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the Group's financial information for the three months ended 31 March 2020 and this report.

By order of the Board
PFC DEVICE INC.
CHOW Kai Chiu, David
Executive Director

Hong Kong, 11 May 2020

As at the date of this report, the Board comprises two executive directors, namely, Mr. HONG James Man-fai and Mr. CHOW Kai Chiu, David; two non-executive directors, namely, Mr. YUNG Kwok Kee, Billy and Mr. TANG Che Yin; and three independent non-executive directors, namely, Mr. LAM, Peter, Mr. LEUNG Man Chiu, Lawrence and Mr. FAN Yan Hok, Philip.