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KINETIX SYSTEMS HOLDINGS LIMITED

健冠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8606)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2020

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.

FINANCIAL RESULTS FOR THE THREE MONTHS ENDED 31 MARCH 2020

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

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

For the three months ended 31 March 2020

		Three months ended 31 March	
		2020	2019
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	5	83,676	51,662
Cost of sales		<u>(73,031)</u>	<u>(40,281)</u>
Gross profit		10,645	11,381
Other income	5	85	23
Other gains or losses, net		18	(8)
Selling expenses		(1,527)	(1,392)
Administrative and general expenses		(8,924)	(5,380)
Allowance for expected credit losses, net of reversal		(943)	–
Finance costs		<u>(43)</u>	<u>(46)</u>
(Loss)/profit before tax		(689)	4,578
Income tax	6	<u>(335)</u>	<u>(694)</u>
(Loss)/profit for the period		(1,024)	3,884
Other comprehensive income		<u>–</u>	<u>–</u>
Total comprehensive (loss)/income for the period		<u>(1,024)</u>	<u>3,884</u>
Attributable to:			
Owners of the Company		117	3,803
Non-controlling interests		<u>(1,141)</u>	<u>81</u>
Total comprehensive (loss)/income for the period		<u>(1,024)</u>	<u>3,884</u>
		HK cents	HK cents
Earnings per share			
– Basic and diluted	8	<u>0.01</u>	<u>0.47</u>

QUARTERLY CONDENSED CONSOLIDATED STATEMENT OF CHANGE IN EQUITY

For the three months ended 31 March 2020

	Attributable to owner of the Company					Non-controlling interest	Total equity
	Share capital	Share premium	Other reserve	Retained profits	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
1 January 2019 (audited and as previously reported)	8,000	43,199	10	35,534	86,743	32	86,775
Impact on initial application of HKFRS 16	—	—	—	(120)	(120)	—	(120)
As at 1 January 2019 (restated)	8,000	43,199	10	35,414	86,623	32	86,655
Profit for the period	—	—	—	3,803	3,803	81	3,884
Other comprehensive income for the period	—	—	—	—	—	—	—
Total comprehensive income for the period	—	—	—	3,803	3,803	81	3,884
31 March 2019 (unaudited)	<u>8,000</u>	<u>43,199</u>	<u>10</u>	<u>39,217</u>	<u>90,426</u>	<u>113</u>	<u>90,539</u>
1 January 2020 (audited)	8,000	43,199	10	37,593	88,802	(539)	88,263
Profit/(loss) for the period	—	—	—	117	117	(1,141)	(1,024)
Other comprehensive income for the period	—	—	—	—	—	—	—
Total comprehensive profit/(loss) for the period	—	—	—	117	117	(1,141)	(1,024)
31 March 2020 (unaudited)	<u>8,000</u>	<u>43,199</u>	<u>10</u>	<u>37,710</u>	<u>88,919</u>	<u>(1,680)</u>	<u>87,239</u>

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2020

1. GENERAL

The Company was incorporated in the Cayman Islands on 16 September 2016 as an exempted company with limited liability. The registered office of the Company is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108 Cayman Islands.

The Company is an investment holding company while its subsidiaries' principal businesses are provision of information technology ("IT") infrastructure solutions services, IT development solutions services, IT maintenance and support services and trading of entertainment products.

2. BASIS OF PREPARATION AND PRESENTATION

The unaudited quarterly condensed consolidated financial statements for the three months ended 31 March 2020 has been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The principal accounting policies used in preparing the unaudited quarterly condensed consolidated financial statements are consistent with those adopted in the preparation of the Group's annual financial statements for the year ended 31 December 2019.

The unaudited quarterly condensed consolidated financial statements have been prepared under the historical cost basis and presented in Hong Kong dollars ("HK\$"). All values are rounded to the nearest thousand except when otherwise indicated. The unaudited quarterly condensed consolidated financial statements have not been audited by the Company's auditor, but have been reviewed by the Company's audit committee.

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies adopted in the preparation of the unaudited quarterly condensed consolidated financial statements are same as those applied in the preparation of the Group's annual financial statements for the year ended 31 December 2019, except for the new and revised HKFRSs and interpretations issued by HKICPA that are first effective for the current accounting period of the Group. There has been no significant change to the accounting policy applied in these unaudited quarterly condensed consolidated financial statements for the period presented as a result of adoption of these amendments.

4. SEGMENT INFORMATION

The chief operating decision makers are identified as the executive directors of the Company. The Group has identified its operating segment based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation and review of performance. For the reporting period, the executive directors have considered the only operating segment of the Group is the provision of IT infrastructure solutions services, IT development solutions services, IT maintenance and support services and trading of entertainment products.

Geographical information

The following is an analysis of the Group's revenue by the geographical locations of customers.

	Three months ended	
	31 March	
	2020	2019
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Hong Kong	81,462	47,784
Macau	2,214	3,685
Singapore	–	193
	83,676	51,662

5. REVENUE AND OTHER INCOME

An analysis of the Group's revenue and other income is as follows:

	Three months ended	
	31 March	
	2020	2019
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Revenue		
IT infrastructure solutions services income	58,880	25,094
IT development solutions services income	12,443	19,092
IT maintenance and support services income	3,456	7,476
Trading of entertainment products	8,897	–
	83,676	51,662

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in Note 5(a).

a) Information about segment revenue

Disaggregation of revenue from contracts with customers by timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the executive directors of the Company for the purposes of resource allocation and assessment of segment performance for the period is set out below.

For the three months ended 31 March 2020				
	IT solutions services			
	IT	IT	IT	Trading of entertainment products Total (Unaudited) HK\$'000
	Infrastructure	development	maintenance	
	solutions	solutions	and support	
	services	services	services	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Disaggregated by timing of revenue recognition				
At a point in time	58,743	–	–	67,640
Over time	137	12,443	3,456	16,036
Revenue from external customers	58,880	12,443	3,456	83,676

For the three months ended 31 March 2019				
	IT solutions services			
	IT	IT	IT	Total (Unaudited) HK\$'000
	Infrastructure	development	maintenance	
	solutions	solutions	and support	
	services	services	services	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Disaggregated by timing of revenue recognition				
At a point in time	24,179	–	–	24,179
Over time	915	19,092	7,476	27,483
Revenue from external customers	25,094	19,092	7,476	51,662

Other income

The balance mainly represents bank interest income for the three months ended 31 March 2020.

6. INCOME TAX

	Three months ended 31 March	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Current tax – Hong Kong profits tax	335	651
Prior year underprovision	–	43
	<u>335</u>	<u>694</u>

The Hong Kong profits tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

7. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 31 March 2020 (31 March 2019: nil).

8. EARNINGS PER SHARE

	Three months ended 31 March	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Profit and total comprehensive income for the period attributable to the owners of the Company	<u>117</u>	<u>3,803</u>
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (<i>in thousand</i>)	<u>800,000</u>	<u>800,000</u>

No adjustment has been made to the basic earnings per share amounts presented for the three months ended 31 March 2020 and 2019 as the Group had no potentially dilutive ordinary shares in issue for the relevant periods ended. The basic earnings per share equals to the diluted earnings per share.

9. BANK LOAN

During the three months ended 31 March 2020, the Group has drawn down term loan of HK\$5,359,000 (31 March 2019: nil). The banking facilities are secured by the deed of assignment of the insurance policy of the Chairman of the Company and the corporate guarantee of HK\$31,000,000 plus interest and other charges provided by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Established in 1998, we are currently a well-established IT services provider with business portfolio including provision of IT infrastructure solutions services, IT development solutions services, and IT maintenance and support services, with approximately 21 years of experience in the IT consulting services industry in Hong Kong. Our principal businesses include IT infrastructure solutions services, IT development solutions services, IT maintenance and support services and trading of entertainment products.

BUSINESS REVIEW AND OUTLOOK

For the three months ended 31 March 2020 (“Quarterly 2020”), the Group recorded a loss of approximately HK\$1.0 million as compared to the profit of approximately HK\$3.9 million for the three months ended 31 March 2019 (“Quarterly 2019”). The decrease in profit were mainly attributed to (i) the increase in staff salary in administrative and general expenses by approximately HK\$3.4 million; (ii) the increase in allowance for expected credit losses, net of reversal by approximately HK\$0.9 million; and (iii) the decrease in gross profit by approximately HK\$0.7 million.

Provision of IT infrastructure solutions services

This segment provides IT infrastructure solutions services to our clients by advising them the hardware and/or software that their IT systems would require and procuring the relevant hardware and/or software. The revenue generated from this segment in Quarterly 2020 amounted to approximately HK\$58.9 million, representing approximately 70.4% of the total revenue for Quarterly 2020. The revenue derived from this segment increased by approximately 134.7% from approximately HK\$25.1 million for Quarterly 2019 to approximately HK\$58.9 million for Quarterly 2020. The increase was primarily due to increase in the total number and average project size of IT infrastructure solutions services projects undertaken in Quarterly 2020.

Provision of IT development solutions services

This segment provides IT development solutions services that generally include system analysis and design, software development and technology consultancy. The revenue generated from this segment accounted for approximately 14.9% of the total revenue for Quarterly 2020. The revenue from this segment decreased by approximately 35.1% from approximately HK\$19.1 million for Quarterly 2019 to approximately HK\$12.4 million for Quarterly 2020. The decrease was primarily due to the decrease in the average amount of revenue recognised per project in Quarterly 2020.

Provision of IT maintenance and support services

This segment provides IT maintenance and support services. The revenue generated from this segment amounted to approximately HK\$3.5 million, representing approximately 4.1% of the total revenue for Quarterly 2020. The revenue derived from this segment decreased by approximately 53.3% from approximately HK\$7.5 million for Quarterly 2019 to approximately HK\$3.5 million for Quarterly 2020. The significant decrease in revenue from this segment was primarily due to (i) the decrease in the average amount of revenue recognised per project; and (ii) the decrease in the total number of IT maintenance and support services projects.

Trading of entertainment products

This segment plans to develop an e-commerce business which includes trading of entertainment products. The revenue generated for this segment amounted to approximately HK\$8.9 million, representing approximately 10.6% of the total revenue for Quarterly 2020. The revenue derived from this segment increased from approximately HK\$nil for Quarterly 2019 to approximately HK\$8.9 million for Quarterly 2020. There was a significant increase in revenue because this is a new revenue segment generated by the subsidiaries of the Group, and one of the subsidiaries was established in the fourth quarter of 2019.

PROSPECTS AND OUTLOOK

Looking forward, the Group considers the global business environment will become more challenging, which may affect the usual business of all industries. The Group will continue to face various risks and uncertainties including the risk of the United States-China trade war, and the global outbreak of coronavirus disease (the “COVID-19”) that may adversely affect the Group’s business and its overall short-term performance. It may lead to adverse global economic impact and the Group expects that the Hong Kong economy will further deteriorate and worsen. Especially, the coronavirus, it is unavoidable to bring uncertainties to the Group business, even though the Group has actively managed its operations to avoid interruptions by COVID-19. It may result in reduced orders and may put pressure on our pricing terms and profitability in the short run. Therefore, the Group considers to provide customers with specific IT solution services through its newly established subsidiaries, thereby expanding and diversifying its revenue sources. The Group will closely monitor the impact of these macroeconomic issues on our performance, and will carefully plan and develop strategies correspondingly to provide the best possible results to the shareholders in the medium to longer term.

FINANCIAL REVIEW

Revenue

The Group's revenue for Quarterly 2020 amounted to approximately HK\$83.7 million, representing an increase of approximately HK\$32.0 million or 61.9% compared to Quarterly 2019 (2019: approximately HK\$51.7 million). The increase was attributable to: (i) the increase in the revenue generated from provision of IT infrastructure solutions services by approximately HK\$33.8 million and; (ii) the increase in the revenue generated from trading of entertainment products by approximately HK\$8.9 million but was partially offset by: (i) the decrease in provision of IT development solutions services by approximately HK\$6.6 million; and (ii) the decrease in provision of IT maintenance and support services by approximately HK\$4.0 million.

Gross profit and gross profit margin

The gross profit of the Group decreased by approximately 6.5% from approximately HK\$11.4 million for Quarterly 2019 to approximately HK\$10.7 million for Quarterly 2020 as the decrease was mainly attributable to the decrease in gross profit margin of IT infrastructure solutions services. The gross profit margin of the Group decreased from approximately 22% for Quarterly 2019 to approximately 12.7% for Quarterly 2020. The decrease was mainly attributable to the decrease in gross profit margin of IT infrastructure solutions services projects associated with comparatively lower gross profit margin projects during Quarterly 2020.

Selling expenses

For Quarterly 2020, the Group's selling expenses amounted to approximately HK\$1.5 million, representing the increase of approximately HK\$0.1 million or 7.1% as compared to Quarterly 2019 of approximately HK\$1.4 million. Such increase was mainly attributed by the increase in sales commission which was in line with the increase in revenue in Quarterly 2020.

Administrative and general expenses

The Group's administrative expenses for Quarterly 2020 amounted to approximately HK\$8.9 million, representing increase of approximately HK\$3.5 million or 64.8% as compared to Quarterly 2019 (2019: approximately HK\$5.4 million). Such increase was mainly attributed by the increase in staff cost in administrative expenses by HK\$3.4 million due to increase in some senior staff in human resources and professional services department of Kinetix Systems Limited, by approximately HK\$0.6 million for Quarterly 2020; and a significant increase in some staff in subsidiaries of the Group by approximately HK\$2.8 million for Quarterly 2020. The information of the newly established subsidiaries had disclosed in the annual report 2019 of the Company.

(Loss)/profit and total comprehensive (loss)/income for the period

The Group recorded loss by approximately HK\$1.0 million for Quarterly 2020, as compared to profit of approximately HK\$3.9 million for Quarterly 2019. The decrease in profit was mainly attributed to the net effect of: (i) the increase in staff salary in administrative and general expenses by approximately HK\$3.4 million; (ii) the increase in allowance for expected credit losses, net of reversal by approximately HK\$0.9 million; and (iii) the decrease in gross profit by approximately HK\$0.7 million.

Liquidity and financial resources

The Group financed its operations primarily through cash generated from its operating activities. As at 31 March 2020, the Group had cash and cash equivalents of approximately HK\$57.8 million (31 March 2019: approximately HK\$100 million), which were cash at banks and in hand. Up to the date of consolidated financial statements, the Group has drawn down term loan of HK\$5,359,000 (31 December 2019: nil) which are secured by a deed of assignment of the insurance policy of the Chairman of the Company and a corporate guarantee of HK\$31,000,000 plus interest and other charges provided by the Company. The Group's gearing ratio, which was calculated by total debt (defined as bank and other debts incurred not in the ordinary course of business) divided by total equity, was 6.1% as at 31 March 2020 (31 December 2019: nil). The Group expects its liquidity position would further be strengthened by using the cash generated from its operating activities and fund raising as a result of that the shares of the Company (the "Shares") were listed on the Stock Exchange on 16 July 2018. Going forward, the Group intends to use its capital for its operations and the expansion plans as stated in the prospectus dated 30 June 2018 (the "Prospectus").

Capital structure

As at 31 March 2020, the capital structure of the Company comprised issued share capital, and reserves.

SIGNIFICANT INVESTMENTS

During Quarterly 2020, the Group did not hold any significant investment in equity interest in any other company.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During Quarterly 2020, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2020, the Group had a total of 114 employees (31 March 2019: 89). Total staff costs (including directors' emoluments) were approximately HK\$12.1 million for Quarterly 2020, as compared to approximately HK\$8.8 million for Quarterly 2019.

Remuneration policy of the Group is reviewed regularly, making reference to legal framework, market condition and performance of the Group and individual staff (including the Directors). The remuneration policy and remuneration packages of the executive Directors and members of the senior management of the Group are reviewed by the Remuneration Committee.

SHARE OPTION SCHEME

The share option scheme of the Company (the "Share Option Scheme") is a share incentive scheme prepared in accordance with Chapter 23 of the GEM Listing Rules. The Share Option Scheme was adopted on 22 June 2018. No options have been granted, exercised or cancelled, or agreed to be granted, under the Share Option Scheme from the date of its adoption to 31 March 2020 and up to the date of this announcement.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Prospectus, there was no other plan for material investments or capital assets as at 31 March 2020.

CHARGES ON GROUP ASSETS

As at 31 March 2020, except for the banking facilities which are secured by a deed of assignment of the insurance policy of the Chairman of the Company and the corporate guarantee of HK\$31,000,000 plus interest and other charges provided by the Company, there were no other charges on the Group's assets (31 December 2019: nil).

EXPOSURE TO EXCHANGE RATE FLUCTUATION

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong with most of the transactions denominated and settled in HK\$. During Quarterly 2020, the Group's exposure to foreign currency risk primarily arose from certain financial instruments including trade receivables, cash and cash equivalents and trade payables which are denominated in US\$. During Quarterly 2020 and Quarterly 2019, the Group did not adopt any hedging strategy but the management continuously monitored the foreign exchange risk exposure on a case-by-case basis. The Group did not use any hedging contracts to engage in speculative activities during Quarterly 2020 and Quarterly 2019.

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

During Quarterly 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 31 March 2020, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or which will be required to notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

The Company

Director	Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of interest in the Company
Mr. Yu Pak Lun Larry	Interest in controlled corporations ⁽²⁾	600,000,000 Shares (L)	75%

Notes:

- (1) The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in the Shares.
- (2) The Company is held as to approximately 75% by Vigorous King Limited, which in turn is held as to 100% by Mr. Yu Pak Lun Larry.

Associated Corporation – Vigorous King Limited

Director	Nature of interest	Number and class of securities in associated corporation	Approximate shareholding percentage
Mr. Yu Pak Lun Larry	Beneficial owner	1 ordinary share	100%

Save as disclosed above, as at 31 March 2020, none of the Directors nor the chief executive of the Company had 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 to be notified to the Company and the Stock Exchange

pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or which will be required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020 so far as the Directors were aware, the following persons/entities (other than the Directors and the chief executive of the Company) had an interest or short position in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

The Company

Shareholders	Capacity/ Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of interest in the Company
Vigorous King Limited ⁽²⁾	Beneficial owner	600,000,000 Shares (L)	75%
Ms. Tong Po Ki Vicky ⁽³⁾	Interest of Spouse	600,000,000 Shares (L)	75%

Notes:

- (1) The letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in the Shares.
- (2) Vigorous King Limited is held as to 100% by Mr. Yu Pak Lun Larry. Therefore, Mr. Yu Pak Lun Larry is deemed to be interested in the Shares which Vigorous King Limited is interested in by virtue of the SFO.
- (3) Ms. Tong Po Ki Vicky is the spouse of Mr. Yu Pak Lun Larry. Therefore, Ms. Tong is deemed to be interested in the Shares which Mr. Yu Pak Lun Larry is interested in by virtue of the SFO.

Save as disclosed above, as at 31 March 2020, the Directors were not aware of any persons who/entities which had an interest or short position in the Shares or underlying Shares, which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules and, in the opinion of the Board, the Company has complied with the CG Code for Quarterly 2020, save for the deviation from such code disclosed below.

The CG Code in Appendix 15 to the GEM Listing Rules provision A.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yu Pak Lun Larry is the chairman and the chief executive officer of the Company. In view of Mr. Yu Pak Lun Larry is one of the co-founders of the Group and has been operating and managing the Group since 1998, the Board believes that it is in the best interest of the Group to have Mr. Yu Pak Lun Larry taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstances.

Under the CG Code provision A.1.8, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Currently, the Company does not have insurance cover any legal action against its Directors. Every Director is, subject to the provisions of the applicable laws, indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities he/she may sustain or incur in or about the execution of his/her office or otherwise in relation thereto pursuant to the Articles of Association of the Company. However, as the risk management and internal control systems of our Group is effective and constantly under review, and as all the executive Directors and management are familiar with the operation of the Group and the information technology industry, the Board believes that the risk of the Directors being sued or getting involved in litigation in their capacity as Directors is relatively low, and hence the Board is of the view that the benefits of the insurance may not outweigh the cost. Therefore, the Board considers that the Directors’ exposure to risk is manageable.

Save for the deviations as mentioned above, the Board is satisfied that the Company had complied with all the code provisions of the CG Code since the Listing Date up to the date of this announcement.

INTERESTS IN COMPETING BUSINESS

During the Quarterly 2020, the Directors were not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective close associates that had competed or might compete with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

INTERESTS OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Cinda International Capital Limited (“Cinda”) to be its compliance adviser. As at 31 March 2020, as notified by Cinda, save for the compliance adviser agreement entered into between the Company and Cinda dated 21 February 2018, neither Cinda nor any of its directors, employees or close associates had any interest in the securities of the Company.

USE OF PROCEEDS

The net proceeds of the Group raised from the initial public offering was approximately HK\$34.1 million, after deducting the underwriting fees, commissions and other listing expenses. Up to 31 March 2020, the Group has utilised proceeds from the listing of approximately HK\$5.01 million and a summary of use of proceeds are set out in the table below:

	As set out in the Prospectus <i>HK\$'million</i>	Amount expected to be used up to 31 March 2020 <i>HK\$'million</i>	Amount actually used up to 31 March 2020 <i>HK\$'million</i>
Develop IT solutions services tailored for finance and insurance sectors	7.10	0.89	0.23
Expand the application of ERP system in our IT development solutions services	1.17	0.14	0.14
Maintain fund for performance bond and contract deposit	2.34	1.61	1.44
Provision of cloud computing and IoT products	9.15	1.55	0.23
Develop technical support centre to enhance our service quality	2.92	2.04	1.60
Strengthen our marketing efforts	2.34	1.46	–
Enhance the expertise of our professional team	1.75	1.14	0.30
Enhance our Group's management information system	5.19	2.51	–
Working capital and other general corporate purposes	2.14	1.07	1.07
Total	<u>34.10</u>	<u>12.41</u>	<u>5.01</u>

The remaining net proceeds are intended to be applied in accordance with the proposed application set forth in the Prospectus.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited financial statements of the Group for the three months ended 31 March 2020 and this announcement, and is of the view that such statements have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosure has been made.

DIVIDENDS

The Board has resolved not to declare dividend for the three months ended 31 March 2020.

DISCLOSURE OF INFORMATION

This announcement will also be published on the websites of both the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.kinetix.com.hk>) and shall be despatched to the shareholders timely and properly.

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

Save as elsewhere disclosed in this announcement, there is no important event after Quarterly 2020.

By order of the Board
Kinetix Systems Holdings Limited
Yu Pak Lun Larry
Chairman

Hong Kong, 15 May 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Yu Pak Lun Larry, Mr. Leung Patrick Cheong Yu, and Mr. Law Cheung Moon as executive Directors; Mr. Lam Yau Hin, Mr. Yeung Wai Keung and Ms. Lam Shun Ka as independent non-executive Directors.

This announcement, for which the directors of 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 of Hong Kong Limited 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.kinetix.com.hk.