



TK NEW ENERGY

Tonking New Energy Group Holdings Limited

同景新能源集團控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

THIRD QUARTERLY REPORT

2021



* For identification purpose only

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This report, for which the directors (the “Directors”) of Tonking New Energy Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

The board of Directors (the “Board”) of the Company announces the unaudited condensed consolidated results of the Company and the subsidiaries (collectively, the “Group”) for the three and nine months ended 31 December 2021 (hereinafter the nine months ended 31 December 2021 are referred to as the “Reporting Period”), together with the unaudited comparative figures for the respective corresponding periods in 2020 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2021

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
REVENUE	3	66,287	84,993	219,417	148,483
Contract costs and cost of sales	4	(58,451)	(76,357)	(195,456)	(137,121)
Gross profit		7,836	8,636	23,961	11,362
Other income	3	3,987	2,620	11,335	6,412
Administrative and other operating expenses		(9,352)	(8,937)	(22,554)	(20,736)
Finance cost		(1,039)	(749)	(2,633)	(1,884)
PROFIT/(LOSS) BEFORE TAX	4	1,432	1,570	10,109	(4,846)
Income tax	5	(330)	(24)	(53)	155
PROFIT/(LOSS) FOR THE PERIOD		1,102	1,546	10,056	(4,691)
Attributable to:					
Owners of the Company		777	1,458	9,002	(5,743)
Non-controlling interests		325	88	1,054	1,052
		1,102	1,546	10,056	(4,691)

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

For the three and nine months ended 31 December 2021

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2021	2020	2021	2020
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY					
– Basic and diluted (HK cents)	6	0.09	0.18	1.10	(0.7)
PROFIT/(LOSS) FOR THE PERIOD		1,102	1,546	10,056	(4,691)
OTHER COMPREHENSIVE INCOME					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of foreign operations		5,562	12,151	8,860	25,128
Other comprehensive income, net of tax		5,562	12,151	8,860	25,128
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		6,664	13,697	18,916	20,437
Attributable to:					
Owners of the Company		5,624	13,609	17,145	19,385
Non-controlling interests		1,040	88	1,771	1,052
		6,664	13,697	18,916	20,437

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY*For the nine months ended 31 December 2021*

	Attributable to owners of the Company							Total equity HK\$'000
	Issued capital HK\$'000	Share premium HK\$'000	Statutory reserves HK\$'000	Exchange fluctuation reserves HK\$'000	Retained profits/ (Accumulated losses) HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	
At 1 April 2021 (audited)	8,180	71,725	11,101	2,869	119,443	213,318	22,671	235,989
Profit for the period	-	-	-	-	9,002	9,002	1,054	10,056
Other comprehensive income for the period	-	-	-	8,143	-	8,143	717	8,860
Total comprehensive income for the period	-	-	-	8,143	9,002	17,145	1,771	18,916
Acquisition of non-controlling interests	-	-	-	-	-	-	5	5
Transfer to statutory reserves	-	-	15	-	(15)	-	-	-
At 31 December 2021 (unaudited)	8,180	71,725	11,116	11,012	128,430	230,463	24,447	254,910
At 1 April 2020 (audited)	8,180	71,725	9,914	(17,442)	129,260	201,637	20,150	221,787
Loss for the period	-	-	-	-	(5,743)	(5,743)	1,052	(4,691)
Other comprehensive income for the period	-	-	243	24,885	-	25,128	-	25,128
Total comprehensive income for the period	-	-	243	24,885	(5,743)	19,385	1,052	20,437
At 31 December 2020 (unaudited)	8,180	71,725	10,157	7,443	123,517	221,022	21,202	242,224

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 21 June 2013 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 21 November 2013. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is at Room 1302, 13th Floor, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong.

The Group’s principal activity during the nine months ended 31 December 2021 was the renewable energy business in the People’s Republic of China (the “PRC”).

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 have been prepared in accordance with the accounting principles generally accepted in Hong Kong, and comply with Hong Kong Financial Reporting Standards (“HKFRSs”) and Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 are consistent with those adopted in the Group’s annual financial statements for the year ended 31 March 2021, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the “New and Revised HKFRSs”) (which include all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA that have become effective for accounting period beginning on 1 April 2021. The unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the audited financial statements included in the annual report of the Company dated 30 June 2021.

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 have been prepared under the historical cost convention.

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

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new or amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are mandatorily effective for the current period.

Amendment to HKFRS 16	COVID-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

The application of these amendments to HKFRSs during the nine months ended 31 December 2021 had no material impact on the Group’s financial performance and positions for the nine months ended 31 December 2021 and 2020 and/or on the disclosure set out in these condensed consolidated financial statements.

3. REVENUE AND OTHER INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$’000 (Unaudited)	2020 HK\$’000 (Unaudited)	2021 HK\$’000 (Unaudited)	2020 HK\$’000 (Unaudited)
Revenue				
Construction contracts	66,287	84,993	219,417	148,483
	66,287	84,993	219,417	148,483
Other income				
Interest income	146	-	775	21
Electricity income	1,635	1,272	5,824	5,141
Others	2,206	1,348	4,736	1,250
	3,987	2,620	11,335	6,412

4. PROFIT/(LOSS) BEFORE TAX

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

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Depreciation	612	610	1,851	1,839
Amortisation of intangible assets	222	240	665	696
Amortisation of right-of-use assets	1	90	3	351
Contract costs:				
Cost of construction material and supplies	46,252	71,672	168,228	124,900
Subcontracting charges and labour cost	10,405	3,779	21,229	10,232
Transportation	175	394	773	587
Machine and vehicle rental	706	444	2,530	1,040
Other expenses	913	68	2,696	362
	58,451	76,357	195,456	137,121
Employee benefits expenses (excluding directors' and chief executive's remuneration):				
Salaries, wages and other benefits	5,254	3,991	7,492	6,660
Retirement benefits scheme contributions	(20)	890	314	935
	5,234	4,881	7,806	7,595
Exchange differences, net	29	14	30	33

5. INCOME TAX

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Current tax - Hong Kong	-	-	-	-
Current tax - PRC	(330)	24	(53)	(155)
	(330)	24	(53)	(155)

Hong Kong

Hong Kong profit tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for the nine months ended 31 December 2021 and 2020.

The PRC

The PRC Enterprise Income Tax (the “PRC EIT”) is calculated at the applicable tax rates in accordance with the relevant laws and regulations in the PRC.

Under the PRC Enterprise Income Tax Law (the “EIT Law”) and Implementation Regulations of the EIT Law, the tax rate of a PRC subsidiary is 25% from 1 January 2008 onwards.

6. EARNINGS/LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(a) **Basic earnings/loss per share**

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

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
The Group’s profit/(loss) for the periods attributable to owners of the Company	777	1,458	9,002	(5,743)
Number of shares Weighted average number of shares	818,000	818,000	818,000	818,000

(b) The diluted earnings/loss per share is equal to the basic earnings/loss per share as there were no dilutive potential ordinary shares in issue during the three and nine months ended 31 December 2021 and 2020.

7. DIVIDENDS

No dividends have been paid or declared by the Company during the nine months ended 31 December 2021 and 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND FUTURE PROSPECTS

Renewable Energy Business

According to the Group's development needs, it has adjusted its renewable energy business by focusing on two major operations, namely, provision of one-stop value-added solutions (EPC, maintenance and support, and operation) for photovoltaic power stations and sale of patented photovoltaic tracking mounting bracket systems.

As of 31 December 2021, Tonking New Energy Technology (Shanghai) Limited* (同景新能源科技(上海)有限公司) has 2 wholly-owned subsidiaries, namely, Tonking New Energy Technology (Jiangshan) Limited* (同景新能源科技(江山)有限公司) and Lin Yi Shi Tong Jing New Energy Limited* (臨沂市同景新能源有限公司), as well as 1 non-wholly-owned holding company, namely, Jin Zhai Xian Tong Jing New Energy Limited* (金寨縣同景新能源有限公司).

During the reporting period, our renewable energy business recorded a total revenue of approximately HK\$219,417,000 (corresponding period in 2020: HK\$148,483,000), which was mainly attributable to the provision of one-stop value-added solutions for photovoltaic power stations and sale of patented photovoltaic tracking mounting bracket systems. During the reporting period, the total contracted installed capacity of Group was 325.01MW.

During the reporting period, new contracts were signed:

- (1) On 15 April 2021, Tonking New Energy (Jiangshan) and Xi'an Longji Clean Energy Co., Ltd.* (西安隆基清潔能源有限公司) entered into a project in relation to the 200MW photovoltaic power generation in Binggou, Xingqing District, Yinchuan City and an adjustable project of Longji in Binggou, Yinchuan City
- (2) On 15 April 2021, Tonking New Energy (Jiangshan) and Xi'an Longji Green Energy Photovoltaic Engineering Co., Ltd.* (西安隆基綠能光伏工程有限公司) entered into a project in relation to the photovoltaic power generation in Hailuo, Jining
- (3) On 11 May 2021, Tonking New Energy (Jiangshan) and Daqing Huanghe Guangchu Demonstration Research Co., Ltd.* (大慶黃和光儲實證研究有限公司) entered into the Daqing Base Program
- (4) On 3 June 2021, Tonking New Energy (Jiangshan) and China Datang Group Technology Engineering Co., Ltd.* (中國大唐集團科技工程有限公司) entered into the Datang Huayin Program

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- (5) On 15 July 2021, Tonking New Energy (Jiangshan) and Sungrow New Energy Development Co., Ltd.* (陽光新能源開發有限公司) entered into the Photovoltaic Program in Longjiang County of Qiqihar City, Heilongjiang
- (6) On 8 August 2021, Tonking New Energy (Jiangshan) and Sichuan Haoneng New Energy Co., Ltd.* (四川浩能新能源有限公司) entered into the Talesun Hongsibao Photovoltaic Project
- (7) On 23 October 2021, Tonking New Energy (Jiangshan) and Sungrow New Energy Development Co., Ltd.* (陽光新能源開發股份有限公司) entered into the 150MW Shuoyang Project in Zhaixia town, Yichun
- (8) On 27 November 2021, Tonking New Energy (Jiangshan) and Sungrow New Energy Development Co., Ltd.* (陽光新能源開發股份有限公司) entered into the Qingyang New Energy Project in relation to 200,000KW photovoltaic power generation in Baishui County
- (9) On 6 December 2021, Tonking New Energy (Jiangshan) and Xi'an Longji Clean Energy Co., Ltd.* (西安隆基清潔能源有限公司) entered into the first batch of photovoltaic power generation project under "14th Five-Year Plan" in Yongjing County

With the rapid development of the industry and the advent of the era of parity, the photovoltaic field has entered a stage of development that emphasizes safety and stability. At the same time, as land resources are increasingly scarce, the efficient use of land resources has also become the development direction of the industry. The Group is committed to promoting the healthy development of the photovoltaic industry, with the development direction of improving product performance, reducing the cost of electricity, and advancing grid parity.

Technological innovation has become the only way for domestic PV enterprises. In order to stabilize the Company market share in bracket products and maintain the market competitiveness of the products, Tonking New Energy, as an innovator and leader in the field of photovoltaic brackets, has developed a multi-point linkage bracket system with safety and stability as the breakthrough point through professional calculation software such as PVsyst, Ansys, Sap2000 and finite element analysis, while continuously improving its technology and advancement. Based on the original technology, the system has been technically upgraded in terms of the core transmission system, which has adopted a torque transmission system that can adapt to the complex environment and terrain instead of the original push rod transmission system. And it has carried out a modular design for the entire bracket system, with each module designed with a stable self-locking mechanism, which has further upgraded the safety performance of the bracket products.

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In order to improve the utilization rate of land resources, the Group has sorted out and integrated various technical points of the bracket system through technical means such as wind tunnel tests, software simulations and theoretical calculations, and analyzed various forms of brackets in the industry. After in-depth analysis and comparison of original needs, a herringbone bracket system with high land utilization has been developed. The bracket products have broken the inherent design thinking and used structural advantages, which have not only greatly reduced the impact of external loads on the brackets, but also enabled comprehensive design based on the project's geography, climate and other factors to meet the project needs to the greatest extent.

With the continuous reduction of high-quality project resources, it has become a new objective demand to solve the box-type transformer platform of surface power station. Therefore, the Group integrated resources, aggregated superior strength, combined with customers' needs and suggestions, and developed a floating water tank transformer installation platform with double buoyancy protection on the premise of safety and stability. The floating water surface box-type transformer installation platform adopts a sealed floating box with solid filling to provide double buoyancy protection; by simulating the ship's stability, the platform structure is optimized to make it have the ability of resisting wind and wave capsizing.

With the advancement of photovoltaic projects, fresh water surface resources are rapidly consumed, and the sea area with better offshore conditions has become the new focus of surface photovoltaic projects. In quick response to the market demand, the Group has made great efforts to develop floating photovoltaic brackets on the sea surface, and adopted a combination of new stainless steel materials resistant to complex seawater environment and new material painting and anticorrosion technology to create floating photovoltaic brackets suitable for the sea surface environment.

According to the different needs of market customers, the Group has comprehensively upgraded the technology of existing bracket products, and developed a full series of tracking control systems with various installation modes, power intake modes and communication modes. At the same time, aiming at the fixed adjustable bracket system, a tool-based and intelligent detachable adjustment system is designed, which can further save the bracket cost and reduce the labor cost on operation and maintenance.

The proposal of the targets of hitting peak carbon dioxide emissions before 2030 and achieving carbon neutrality before 2060, forecasts the arrival of the new energy era with solar photovoltaic power generation as the main driving force. While constantly innovating, Tonking New Energy strives to bring the most visible benefits and the most decent services to users. The Company has been adhering to the core values of "with Tonking New Energy, we creating and sharing together" and the vision "becoming an enterprise with global influence in the field of light energy", and is committed to building green ecological intelligent photovoltaic power stations in the world, so that human beings can fully enjoy light energy!

FINANCIAL REVIEW

Revenue

For the nine months ended 31 December 2021, the Group recorded an unaudited revenue of approximately HK\$219,417,000, representing an increase of approximately 47.8% compared with approximately HK\$148,483,000 of the corresponding period in 2020. The increase of revenue was mainly attributed to the policy of photovoltaic power generation on grid parity which lead to sales orders were significantly increased.

Contract costs

The contract cost for the nine months ended 31 December 2021 was approximately HK\$195,456,000 (2020: approximately HK\$137,121,000). The costs was derived from the renewable energy business which was mainly represented by the cost of construction materials and supplies, subcontracting charges and labour cost, transportation, machine and vehicle rental and other expenses.

Total administrative and other operating expenses

Total administrative and other operating expenses increased by approximately 8.8% to approximately HK\$22,554,000 for the nine months ended 31 December 2021 from approximately HK\$20,736,000 for the corresponding period in 2020.

Staff costs

The staff costs increased by approximately 2.8% to approximately HK\$7,806,000 for the nine months ended 31 December 2021 from approximately HK\$7,595,000 for the corresponding period in 2020.

Depreciation and amortisation

Depreciation and amortisation decreased by approximately 12.7% to approximately HK\$2,519,000 for the nine months ended 31 December 2021 from approximately HK\$2,886,000 for the corresponding period in 2020.

Finance costs

Finance costs increased by approximately 39.8% to approximately HK\$2,633,000 for the nine months ended 31 December 2021 from approximately HK\$1,884,000 for the corresponding period in 2020.

Net profit

For the nine months ended 31 December 2021, the Group recorded a profit attributable to owners of the Company of approximately HK\$9,002,000 (For the nine months ended 31 December 2020: loss of approximately HK\$5,743,000).

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Capital structure

As at 31 December 2021, the share capital and equity attributable to owners of the Company amounted to HK\$8,180,000 and approximately HK\$230,463,000 respectively (as at 31 March 2021: HK\$8,180,000 and approximately HK\$213,318,000 respectively).

Cash position

As at 31 December 2021, the cash and cash equivalents of the Group amounted to approximately HK\$47,213,000 (as at 31 March 2021: approximately HK\$24,428,000), representing an increase of approximately 93.3% as compared to that as at 31 March 2021.

Borrowing

As at 31 December 2021, borrowing of the Group amounted to approximately HK\$29,109,000 (31 March 2021: HK\$28,233,000).

During the period, the Group has borrowed a short-term bank loan amounted to approximately HK\$29,109,000 which bear interest rate of 5.5% per annum.

Gearing ratio

As at 31 December 2021, the gearing ratio of the Group was approximately 28% (as at 31 March 2021: approximately 14%). The gearing ratio is calculated based on the total debt at the end of the period/year divided by the total debt plus total equity at the end of the respective period/year. Total debt represents all liabilities excluding trade payables, other payables and accruals, tax payables and provision for reinstatement costs.

COMPETING BUSINESS

For the nine months ended 31 December 2021, none of the Directors, the controlling shareholders or the substantial shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) are engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest which any such person has or may have with the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company during the nine months ended 31 December 2021.

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

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares (the “Shares”), underlying shares and debentures of the Company or any of 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 under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Directors	Capacity	Number of ordinary shares interested	Approximate percentage of shareholding
Mr. Wu Jian Nong	Interest of controlled corporation (<i>Note</i>)	231,454,000	28.30%

Note:

These 231,454,000 Shares are totally held by Rise Triumph Limited and Signkey Group Limited, of which 224,380,000 shares are held by Rise Triumph Limited and 7,074,000 shares are held by Signkey Group Limited. Mr. Wu Jian Nong, Mr. Xu Shui Sheng and Ms. Shen Meng Hong beneficially owns 96%, 3% and 1% of the issued share capital of Rise Triumph Limited respectively. Mr. Xu Shui Sheng and Ms. Shen Meng Hong are therefore deemed to held 6,731,400 Shares (being 0.82%) and 2,243,800 Shares (being 0.27%) of the Shares of the Company respectively. Mr. Wu Jian Nong, Mr. Xu Shui Sheng and Ms. Shen Meng Hong beneficially own 85%, 3% and 1% of the issued share capital of Signkey Group Limited respectively. Mr. Wu Jian Nong is deemed, or taken to be, interested in all the Shares held by Rise Triumph Limited and Signkey Group Limited respectively for the purpose of the SFO.

Save as disclosed above and so far as is known to the Directors, as at 31 December 2021, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under 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 as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

As at 31 December 2021 and so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO:

Long positions in the Shares

Name of Shareholders	Nature of Interest	Number of Shares interested	Approximate percentage of shareholding
Rise Triumph Limited (<i>Note 1</i>)	Beneficial owner	224,380,000	27.43%
Victory Stand International Limited (“Victory Stand”) (<i>Note 2</i>)	Beneficial owner	206,000,000	25.18%

Note:

- These 224,380,000 Shares are held by Rise Triumph Limited. Mr. Wu Jian Nong beneficially owns 96% of the issued share capital of Rise Triumph Limited. Mr. Wu Jian Nong is deemed, or taken to be, interested in all the Shares held by Rise Triumph Limited for the purpose of the SFO.
- These 206,000,000 Shares are held by Victory Stand, the entire issued share capital of which is beneficially owned as to 73.88%, 17.41% and 8.71% by Mr. Wu Kai Char, Ms. Wong Wai Ling and Mr. Lui Hung Yen, respectively. Mr. Wu Kai Char is deemed to be interested in all the Shares held by Victory Stand under the SFO.

Save as disclosed above, as at 31 December 2021, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company had adopted a share option scheme (the “Share Option Scheme”) on 2 November 2013.

Since the adoption of the Share Option Scheme and up to the date of this report, no share options have been granted pursuant to the Share Option Scheme.

There is no option outstanding, granted, cancelled and lapsed during the nine months ended 31 December 2021.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by directors for the nine months ended 31 December 2021.

AUDIT COMMITTEE

The Company has established an audit committee with its terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraphs C.3.3 and C.3.7 of the Code. The primary duties of the audit committee are (i) to review the financial systems of the Group; (ii) to review the accounting policy, financial position and financial reporting procedures of the Group; (iii) to communicate with external auditors; (iv) to assess the performance of internal financial and audit personnel; and (v) to assess the internal controls of the Group. The audit committee has reviewed the unaudited condensed consolidated financial statements and the results of the Group for the nine months ended 31 December 2021 and this report, and considered that the results and this report have been prepared in accordance with the applicable accounting standards and requirements.

By order of the Board
Tonking New Energy Group Holdings Limited
Wu Jian Nong
Chairman

Hong Kong, 11 February 2022

As at the date of this report, the executive Directors are Mr. Wu Jian Nong, Ms. Shen Meng Hong and Mr. Xu Shui Sheng; and the independent non-executive Directors are Mr. Yuan Jiangang, Mr. Zhou Yuan and Ms. Wang Xiaoxiong.