



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2022**

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This announcement, for which the directors (the “Directors”) of Phoenix 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 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.

HIGHLIGHTS

- Unaudited revenue for the three months ended 31 March 2022 amounted to approximately HK\$14,760,000, representing a decrease of 15.4% as compared to the corresponding period in 2021 of approximately HK\$17,453,000.
- The Group recorded an unaudited loss attributable to owners of the Company of approximately HK\$2,628,000 for the three months ended 31 March 2022.
- The Board does not recommend any payment of an interim dividend for the three months ended 31 March 2022.

UNAUDITED FIRST QUARTERLY RESULTS

The board of Directors (the “Board”) announces the unaudited consolidated results of the Company and its subsidiaries (together, the “Group”) for the three months ended 31 March 2022 together with the comparative figures for the corresponding period in 2021 as follows:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2022

		Unaudited Three months ended 31 March	
	Notes	2022 HK\$	2021 HK\$
Revenue	2	14,759,659	17,452,660
Cost of sales		<u>(10,964,399)</u>	<u>(12,869,082)</u>
Gross profit		3,795,260	4,583,578
Other income	3	4,690	2,478
Other losses, net	4	(262,565)	(776,775)
Selling and distribution costs		(535,344)	(730,758)
Administrative expenses		(5,544,771)	(5,607,256)
Finance costs		<u>(85,075)</u>	<u>(97,943)</u>
Loss before income tax		(2,627,805)	(2,626,676)
Income tax expense	5	<u>—</u>	<u>—</u>
Loss for the period		<u>(2,627,805)</u>	<u>(2,626,676)</u>
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of foreign operations		<u>173,988</u>	<u>629,759</u>
Other comprehensive income for the period		<u>173,988</u>	<u>629,759</u>
Total comprehensive loss for the period		<u>(2,453,817)</u>	<u>(1,996,917)</u>

		Unaudited	
		Three months ended	
		31 March	
		2022	2021
<i>Notes</i>		<i>HK\$</i>	<i>HK\$</i>
Loss for the period attributable to:			
	Owners of the Company	(2,627,805)	(2,626,676)
	Non-controlling interests	—	—
		<u>—</u>	<u>—</u>
		<u>(2,627,805)</u>	<u>(2,626,676)</u>
Total comprehensive loss for the period attributable to:			
	Owners of the Company	(2,453,817)	(1,996,917)
	Non-controlling interests	—	—
		<u>—</u>	<u>—</u>
		<u>(2,453,817)</u>	<u>(1,996,917)</u>
		<i>HK Cents</i>	<i>HK Cents</i>
Loss per share attributable to owners of the Company	7		
	Basic and diluted	<u>(0.500)</u>	<u>(0.500)</u>

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2022

	Attributable to owners of the Company							Total	Non- controlling interests	Total Equity
	Share capital	Share premium	Contributed surplus	Share option reserve	Other reserves	Translation reserve	Accumulated losses			
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
Balance at 1 January 2021 (audited)	105,069,500	363,340,792	13,985,669	3,339,000	7	10,751,190	(446,322,024)	50,164,134	230,845	50,394,979
Loss for the period	-	-	-	-	-	-	(2,626,676)	(2,626,676)	-	(2,626,676)
Other comprehensive income										
– Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	629,759	-	629,759	-	629,759
Total comprehensive income/ (loss) for the period	-	-	-	-	-	629,759	(2,626,676)	(1,996,917)	-	(1,996,917)
Balance at 31 March 2021 (unaudited)	<u>105,069,500</u>	<u>363,340,792</u>	<u>13,985,669</u>	<u>3,339,000</u>	<u>7</u>	<u>11,380,949</u>	<u>(448,948,700)</u>	<u>48,167,217</u>	<u>230,845</u>	<u>48,398,062</u>
Balance at 1 January 2022 (audited)	<u>105,069,500</u>	<u>363,340,792</u>	<u>13,985,669</u>	<u>3,339,000</u>	<u>7</u>	<u>11,597,920</u>	<u>(452,084,957)</u>	<u>45,247,931</u>	<u>230,720</u>	<u>45,478,651</u>
Loss for the period	-	-	-	-	-	-	(2,627,805)	(2,627,805)	-	(2,627,805)
Other comprehensive income										
– Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	173,988	-	173,988	-	173,988
Total comprehensive income/ (loss) for the period	-	-	-	-	-	173,988	(2,627,805)	(2,453,817)	-	(2,453,817)
Balance at 31 March 2022 (unaudited)	<u>105,069,500</u>	<u>363,340,792</u>	<u>13,985,669</u>	<u>3,339,000</u>	<u>7</u>	<u>11,771,908</u>	<u>(454,712,762)</u>	<u>42,794,114</u>	<u>230,720</u>	<u>43,024,834</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2022

1. BASIS OF PREPARATION

This unaudited condensed consolidated financial information for the three months ended 31 March 2022 has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collectively includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong. The unaudited condensed consolidated financial information also complies with the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial information should be read in conjunction with the audited annual financial statements of the Group for the year ended 31 December 2021.

Except as for the adoption of new and revised HKFRSs issued by the HKICPA, which are effective for the Group’s financial year beginning 1 January 2022, the accounting policies applied are consistent with those of the audited annual financial statements of the Group for the year ended 31 December 2021, as described in those audited annual financial statements. The Directors anticipate that the application of these new and revised HKFRSs will not have material impact on the unaudited condensed consolidated financial information of the Group.

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

It should be noted that accounting estimates and assumptions are used in preparation of the unaudited condensed consolidated financial information. Although these estimates and assumptions are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates and assumptions.

In preparing this unaudited condensed consolidated financial information, the significant judgments made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited annual consolidated financial statements of the Group for the year ended 31 December 2021.

2. REVENUE

The Group’s revenue for goods transferred at a point in time from external customers is as follows:

	Unaudited	
	Three months ended 31 March	
	2022	2021
	HK\$	HK\$
Sales of smart cards	14,751,109	17,438,100
Sales of smart card application systems	8,550	14,560
	14,759,659	17,452,660

3. OTHER INCOME

	Unaudited	
	Three months ended 31 March	
	2022	2021
	HK\$	HK\$
Bank interest income	1,229	2,478
Sundry income	3,461	–
	<u>4,690</u>	<u>2,478</u>

4. OTHER LOSSES, NET

	Unaudited	
	Three months ended 31 March	
	2022	2021
	HK\$	HK\$
Exchange losses, net	(262,565)	(776,775)

5. INCOME TAX EXPENSE

	Unaudited	
	Three months ended 31 March	
	2022	2021
	HK\$	HK\$
Income tax expense	–	–

Notes:

(a) Hong Kong

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2,000,000 of profits of qualifying group entity will be taxed at 8.25%, and the profits above HK\$2,000,000 will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. No Hong Kong Profits Tax has been provided for the three months ended 31 March 2022 as the Group has sufficient tax losses brought forward to set off against assessable profits in Hong Kong (2021: did not generate any estimated assessable profits in Hong Kong).

(b) PRC

The PRC Enterprise Income Tax has been calculated at 25% (2021: 25%) on the estimated assessable profits for the three months ended 31 March 2022 based on the existing legislation, interpretations and practices in respect thereof. No PRC Enterprise Income Tax has been provided for the three months ended 31 March 2022 as the Group did not generate any estimated assessable profits in PRC during the period (2021: has sufficient tax losses brought forward to set off against assessable profits in the PRC).

(c) Other jurisdictions

Pursuant to the rules and regulations of the Cayman Islands, the British Virgin Islands (the “BVI”) and Taiwan, the Group is not subject to any income tax in the Cayman Islands, the BVI and Taiwan (2021: nil).

6. DIVIDENDS

The Board does not recommend any payment of an interim dividend for the three months ended 31 March 2022 (2021: nil).

7. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period, calculated as follows:

	Unaudited	
	Three months ended 31 March	
	2022	2021
	HK\$	HK\$
Loss attributable to owners of the Company (HK\$)	(2,627,805)	(2,626,676)
Weighted average number of ordinary shares in issue	525,347,500	525,347,500
Basic loss per share (expressed in HK cents per share)	<u>(0.500)</u>	<u>(0.500)</u>

(b) Diluted loss per share

As the Company’s outstanding share options had an anti-dilutive effect to the basic loss per share calculation for the three months ended 31 March 2022 and 2021, the exercise price of the potential ordinary shares is not assumed in the computation of diluted loss per share. Therefore, the diluted loss per share attributable to owners of the Company for the three months ended 31 March 2022 and 2021 is the same as the basic loss per share.

MANAGEMENT DISCUSSION AND ANALYSIS

Operations and Financial Review

Revenue

During the Reporting Period, the Group's financial result was principally derived from the contract manufacturing and sales of smart cards.

During the Reporting Period, the Group's revenue generated from the SIM card manufacturing business amounted to approximately HK\$14.7 million, representing a decline of approximately HK\$2.7 million, or 15.5%, as compared to the corresponding period in 2021 of approximately HK\$17.4 million. The decrease was mainly due to the outbreak of the COVID-19 omicron variant in China, and the control measures which impacted the Shenzhen plant operations.

Cost of Sales ("COS") and Gross Profit

During the Reporting Period, the cost of sales incurred for the SIM card manufacturing business amounted to approximately HK\$10.9 million, a decline of approximately HK\$1.9 million or 14.8% as compared to the corresponding period in 2021 of approximately HK\$12.8 million. The decrease in COS was in line with the decrease in revenue year-on-year.

Due to the above-mentioned, gross profit of the Group declined by approximately HK\$0.8 million or 17.4%, from the corresponding period in 2021 of approximately HK\$4.6 million, to approximately HK\$3.8 million.

Other Income

Other income of HK\$4,690 consisted of bank interest income of HK\$1,229 and sundry income of HK\$3,461 (three months ended 31 March 2021: interest income of HK\$2,478).

Other losses, net

During the Reporting Period, other losses amounted to approximately HK\$0.26 million (three months ended 31 March 2021: approximately HK\$0.78 million), which was attributable to the exchange losses arising from foreign currency-based transactions.

Selling and Distribution Costs

During the Reporting Period, selling and distribution costs amounted to approximately HK\$0.54 million, representing a drop of approximately HK\$0.19 million, or 26.0%, as compared to the corresponding period in 2021 of approximately HK\$0.73 million. The decrease was mainly due to the decreases in transportation costs.

Administrative Expenses

Administrative expenses recorded a slight decline of approximately HK\$0.07 million, or 1.2% during the Reporting Period, from approximately HK\$5.61 million for the corresponding period in 2021, to approximately HK\$5.54 million.

Finance Costs

During the Reporting Period, the Group's finance costs comprised of interest charges on lease liabilities and amounted to approximately HK\$0.10 million (three months ended 31 March 2021: approximately HK\$0.10 million).

Income Tax Expense

There was no income tax expense incurred during the Reporting Period (three months ended 31 March 2021: nil).

As a result of the foregoing, loss attributable to owners of the Company for the Reporting Period amounted to approximately HK\$2.63 million (three months ended 31 March 2021: approximately HK\$2.63 million).

LIQUIDITY AND FINANCIAL RESOURCES/CAPITAL STRUCTURE

During the period under review, the Group financed its business operations and investments with cash and revenue generated from operating activities. As at 31 March 2022, the Group had cash and bank balances of approximately HK\$3.2 million (31 December 2021: approximately HK\$3.7 million).

As at 31 March 2022, the Group had current assets of approximately HK\$31.6 million (31 December 2021: approximately HK\$36.3 million) and current liabilities of approximately HK\$31.7 million (31 December 2021: approximately HK\$34.6 million). The current ratio, expressed as current assets over current liabilities, was 1.0 (31 December 2021: 1.0).

GEARING RATIO

The gearing ratio of the Group, expressed as a percentage of total borrowings including lease liabilities to total assets of the Group, was 9.8% as at 31 March 2022 (31 December 2021: 10.1%).

DIRECTORS' INTERESTS AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL AND OPTIONS

As at 31 March 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or 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 would have 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 which would be required pursuant to section 352 of the SFO or to be entered in the register as referred to therein, or otherwise required to be notified to the Company and the Stock Exchange pursuant to Model Code, were as follows:

Name of Directors	Nature of interest	Long/short position	Number of shares of the Company	Number of underlying shares of the Company	Approximate percentage of interest in the Company's issued share capital
<i>Executive Directors</i>					
Lily Wu (Note 1)	Beneficial owner	Long	100,000	4,500,000	0.88
Chang Wei Wen (Note 1)	Beneficial owner	Long	525,000	4,500,000	0.96
Yang Meng Hsiu (Note 1)	Beneficial owner	Long	4,300,000	4,500,000	1.68
<i>Independent non-executive Directors</i>					
Chan Siu Wing, Raymond (Note 2)	Beneficial owner	Long	–	450,000	0.09
Leung Ka Kui, Johnny (Note 2)	Beneficial owner	Long	–	450,000	0.09
Wong Ka Wai, Jeanne (Note 2)	Beneficial owner	Long	–	450,000	0.09

Notes:

1. These include 4,500,000 share options conferring rights to subscribe for 4,500,000 shares.
2. These include 450,000 share options conferring rights to subscribe for 450,000 shares.

Save as disclosed above, as at 31 March 2022, none of the Directors nor chief executive of the Company had or was deemed to have 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 was required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which was required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2022, as far as is known to the Directors, the persons (other than Directors or chief executive of the Company) or corporations who had interest or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of shareholders	Type of interests	Long/short position	Number of shares of the Company	Approximate percentage of interests
Golden Dice Co., Ltd. <i>(Note 1)</i>	Beneficial	Long	63,142,512	12.02
Best Heaven Limited <i>(Note 1)</i>	Beneficial	Long	31,586,500	6.01
Mr. Tsai Chi Yuan <i>(Note 1)</i>	Interests in controlled company	Long	94,729,012	18.03

Note:

1. Mr. Tsai Chi Yuan is deemed to be a substantial shareholder of the Company by virtue of his 100% beneficial interest in Golden Dice Co., Ltd. and Best Heaven Limited.

Save as disclosed above, as at 31 March 2022, the Directors and the chief executive of the Company were not aware of any other person or corporation having an interest or short position in the shares and underlying shares of the Company which would require to be disclosed to the Company under the provisions of Division 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.

SHARE OPTION

Pursuant to the resolution passed by the shareholders of the Company at the extraordinary general meeting of the Company dated 8 January 2008, a new share option scheme (the “New Share Option Scheme”) was approved and adopted. The share options are fully vested at the date of grant. Summary of the share options outstanding during the three months ended 31 March 2022 are as follows:

Name of participants	At 1 January 2022	Granted during the period	At 31 March 2022	Date of grant	Exercisable period	Exercise price HK\$
<i>Executive Directors</i>						
Lily Wu (Note 1)	4,500,000	–	4,500,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
Chang Wei Wen (Note 1)	4,500,000	–	4,500,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
Yang Meng Hsiu (Note 1)	4,500,000	–	4,500,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
<i>Independent non-executive Directors</i>						
Chan Siu Wing, Raymond (Note 1)	450,000	–	450,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
Leung Ka Kui, Johnny (Note 1)	450,000	–	450,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
Wong Ka Wai, Jeanne (Note 1)	450,000	–	450,000	3 January 2018	3 January 2018 to 2 January 2028	0.20
	14,850,000	–	14,850,000			
<i>Other employees</i>						
In aggregate (Note 1)	22,779,250	–	22,779,250	3 January 2018	3 January 2018 to 2 January 2028	0.20
	37,629,250	–	37,629,250			

Note:

- As at 31 March 2022, the remaining life was about 5.76 years.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary role and function of the audit committee are to review the Company's financial controls, internal control and risk management systems; to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; to review the Company's financial statements and to provide advice and comment thereon to the Board. The audit committee currently comprises three independent non-executive Directors and is chaired by Ms. Wong Ka Wai, Jeanne. The rest of members are Mr. Leung Ka Kui, Johnny and Mr. Chan Siu Wing, Raymond.

The Group's unaudited results for the three months ended 31 March 2022 have been reviewed and agreed by the audit committee.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Board believes that good corporate governance practices are essential for effective management and enhancement of shareholder value and investor confidence. The Company has taken a proactive approach in strengthening corporate governance practices, increasing transparency and sustaining accountability to shareholders through effective internal controls, under the leadership of its experienced and committed Board. The Company has applied the principles set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with all the code provisions set out in the CG Code throughout the three months ended 31 March 2022 with the exception of the code provision C.2.1 which stipulated in the following paragraphs.

Code provision C.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

Ms. Lily Wu ("Ms. Wu") serves as the Chairman of the Board since 1 April 2006 and was further appointed as the Chief Executive Officer on 23 March 2009. The reasons for not splitting the roles of chairman and chief executive officer are as follows:

- The size of the Group is still relatively small and thus not justified in separating the roles of chairman and chief executive officer; and
- The Group has in place an internal control system to perform the check and balance function. Ms. Wu is primarily responsible for leadership of the Group and the Board, setting strategic direction, ensuring the effectiveness of management in execution of the strategy approved by the Board. Execution responsibilities lie with another executive Director and senior management of the Company.

The Board considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the three months ended 31 March 2022.

COMPETING INTERESTS

As at 31 March 2022, none of the directors or the management shareholders or any of their respective associates (as defined under the GEM Listing Rules) of the Company had any interest in a business that competed or might compete with the business of the Group directly or indirectly.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the three months ended 31 March 2022.

By order of the Board
Lily Wu
Chairman

Hong Kong, 11 May 2022

As at the date of this announcement, the Board comprises three executive Directors, Ms. Lily Wu (Chairman and Chief Executive Officer), Mr. Chang Wei Wen, Mr. Yang Meng Hsiu and three independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Mr. Leung Ka Kui, Johnny and Mr. Chan Siu Wing, Raymond.

This announcement will remain on GEM website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and the Company's website at www.phoenitron.com.