



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.\*

上海青浦消防器材股份有限公司

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8115)**

## **THIRD QUARTERLY REPORT 2017**

\* *For identification purpose only*

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

**GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report. This report, for which the directors (the “Directors”) of Shanghai Qingpu Fire-Fighting Equipment Co. Ltd. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.*

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

#### *Executive Directors*

Mr. Zhou Jin Hui  
Mr. Shi Hui Xing  
Mr. Zhou Guo Ping

#### *Independent Non-Executive Directors*

Mr. Wang Guo Zhong  
Mr. Yang Chun Bao  
Mr. Song Zi Zhang

### **AUDIT COMMITTEE**

Mr. Song Zi Zhang  
Mr. Yang Chun Bao  
Mr. Wang Guo Zhong

### **AUTHORISED REPRESENTATIVE**

Mr. Chan Chi Wai Benny  
Mr. Shi Hui Xing

### **COMPANY SECRETARY**

Mr. Chan Chi Wai Benny

### **AUDITORS**

Ascenda Cachet CPA Limited

### **PRINCIPAL BANKERS**

China Construction Bank Huaxin Sub-branch  
Shanghai Rural Commercial Bank Co., Ltd  
Chonggu branch

### **H SHARE SHARE REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor  
Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### **REGISTERED OFFICE**

1988 Jihe Road  
Hua Xin Town  
Qingpu District, Shanghai  
People's Republic of China

### **PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 2605, Island Place Tower  
510 King's Road  
North Point Hong Kong

## QUARTERLY RESULTS (UNAUDITED)

The Board of Directors (the “Board”) of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company” and together with its subsidiaries, collectively the “Group”) is pleased to present the unaudited condensed consolidated statement of comprehensive income of the Group for the nine months ended 30 September 2017 together with its unaudited comparative figures for the corresponding period in 2016, as follows:

	Notes	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
		2017 RMB'000	2016 RMB'000	2017 RMB'000	2016 RMB'000
Revenue	3	<b>18,481</b>	23,852	<b>54,729</b>	63,616
Cost of sales		<b>(14,010)</b>	(19,238)	<b>(40,671)</b>	(50,410)
Gross profit		<b>4,471</b>	4,614	<b>14,058</b>	13,206
Other income and gains	3	<b>1,259</b>	573	<b>2,055</b>	1,109
Selling and distribution expenses		<b>(978)</b>	(615)	<b>(2,938)</b>	(2,259)
Administrative expenses		<b>(4,034)</b>	(3,615)	<b>(11,699)</b>	(11,577)
Finance costs		<b>(24)</b>	(140)	<b>(45)</b>	(277)
Profit before tax		<b>694</b>	817	<b>1,431</b>	202
Income tax expense	4	<b>(192)</b>	(187)	<b>(756)</b>	(645)
Profit/(loss) for the period and total comprehensive income/(loss) for the period		<b>502</b>	630	<b>675</b>	(443)
Attributable to:					
Owners of the Company		<b>227</b>	505	<b>(28)</b>	(457)
Non-controlling interests		<b>275</b>	125	<b>703</b>	14
		<b>502</b>	630	<b>675</b>	(443)
Earnings/(loss) per share attributable to ordinary equity holders of the company (RMB)					
— Basic (cents)	5	<b>0.12</b>	0.27	<b>(0.015)</b>	(0.24)
— Diluted (cents)		<b>0.12</b>	0.27	<b>(0.015)</b>	(0.24)

*Notes:*

## **1. GENERAL**

Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”) was established in the People’s Republic of China (the “PRC”) and was transformed into a joint stock limited liability company on 1 December 2000 and was renamed as Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (“上海青浦消防器材股份有限公司”). The registered office of the Company is located at No. 1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC and its principal place of business in Hong Kong is situated at Unit 2605, Island Place Tower, 510 King’s Road, North Point, Hong Kong.

The Company’s H shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

During the period, the Group was involved in the following principal activities:

- manufacture and sale of pressure vessels (including fire-fighting equipment products and pressure vessels);
- provision of fire technology inspection services;
- manufacture and trading of iron casted grooved couplings;
- trading of sanitary-ware and other products;
- sales of aquarium products; and
- marine fire-fighting equipment installation and inspection.

In the opinion of the directors, the Company’s immediate holding company is 聯城消防集團股份有限公司 (literally translated as “Liancheng Fire-Fighting Group Joint Stock Co., Ltd.,” “Liancheng”), which is a limited liability company established in the PRC, and the ultimate holding company is 浙江恒泰房地產有限公司 (literally translated as “Zhejiang Hengtai Real Estate Company Limited”, “Zhejiang Hengtai”), which is a limited liability company established in the PRC.

## **2. PRINCIPAL ACCOUNTING POLICIES**

The unaudited condensed financial statements of the Group have been prepared in accordance with International Accounting Standard (“IAS”) No. 34 “Interim Financial Reporting” and International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) of the Stock Exchange. The unaudited condensed financial statements has been prepared under the historical convention, except for investment properties which are measured at fair value.

The unaudited condensed financial statements for the nine months ended 30 September 2017 are unaudited, but have been reviewed by the audit committee of the Company.

The accounting policies adopted are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2016.

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments has had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in this report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 3. TURNOVER, OTHER INCOME AND GAINS

Revenue represents income arising from the Group's principal activities, being manufacture and sale of pressure vessels (including fire-fighting equipment products and pressure vessels products), provision of fire technology inspection services, trading of iron casted grooved couplings, sale of aquarium products, commission income from trading of sanitary-ware and other products and marine fire-fighting equipment installation and inspection, net of business tax, value-added tax, trade discounts and returns during the period.

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

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2017 RMB'000	2016 RMB'000	2017 RMB'000	2016 RMB'000
<b>Revenue</b>				
Sales of pressure vessels	11,545	18,204	32,175	41,237
Inspection service rendered	2,267	2,386	7,845	8,092
Commission income on trading of sanitary-ware and other products	107	–	462	4,799
Sales of aquarium products	2,003	1,471	6,107	3,919
Sales of marine fire-fighting equipment	2,559	1,791	7,861	5,569
Marine fire-fighting equipment inspection fees	–	–	279	–
	<u>18,481</u>	<u>23,852</u>	<u>54,729</u>	<u>63,616</u>
<b>Other income and gains</b>				
Interest income	–	18	3	104
Income from investment products	–	–	134	–
Gross rental income	129	273	554	698
Sales of scraps	–	282	234	307
Incentive for demolition of leased assets	1,130	–	1,130	–
	<u>1,259</u>	<u>573</u>	<u>2,055</u>	<u>1,109</u>
Total revenue, other income and gains	<u>19,740</u>	<u>24,425</u>	<u>56,784</u>	<u>64,725</u>

#### 4. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the nine months ended 30 September 2017 (nine months ended 30 September 2016: Nil).

Under the Corporate Income Tax Law, the corporate income tax (“CIT”) rate is calculated at a rate of 25% (nine months ended 30 September 2016: 25%) on the Group’s estimated assessable profits for the nine months ended 30 September 2017, except that two of the Company’s subsidiaries have been designated as small-scale enterprises. Pursuant to the notice of the Ministry of Finance and the State Administration of Taxation on Preferential Income Tax Policies for Small Low-Profit Enterprises, these two subsidiaries were subject to the concessionary CIT rates of 10% of assessable profits (i.e. 20% on the 50% assessable profits) and 1% of its revenue (i.e. at a rate of 25% on 4% of its revenue), respectively, for the nine months ended 30 September 2017 and 2016.

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2017	2016	2017	2016
	RMB'000	RMB'000	RMB'000	RMB'000
Current tax — PRC				
Provision for the period	<u>192</u>	<u>187</u>	<u>756</u>	<u>645</u>

For the nine months ended 30 September 2017, the unrecognised deferred tax assets in respect of tax benefits from unrecognised tax losses of the Group is approximately RMB459,000 (nine months ended 30 September 2016: approximately RMB635,000). The Group did not have any material unprovided deferred tax liabilities for the nine months ended 30 September 2017 and 2016 as the temporary differences are immaterial.

#### 5. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of earnings per share for the three months ended 30 September 2017 is based on the profit attributable to ordinary equity holders of the Company of approximately RMB227,000 (three months ended 30 September 2016: approximately RMB505,000) and on the number of 187,430,000 ordinary shares (30 September 2016: 187,430,000) in issue during the period.

The calculation of the loss per share for the nine months ended 30 September 2017 is based on the loss attributable to equity holders of the Company of approximately RMB28,000 (nine months ended 30 September 2016: loss of approximately RMB457,000) and on the number of 187,430,000 ordinary shares (30 September 2016: 187,430,000) in issue during the period.

No adjustment has been made to the basic earnings/(loss) per share amounts for the nine months ended 30 September 2017 and 2016 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those periods.

#### 6. DIVIDEND

No dividend have been paid or declared by the Group during the nine months ended 30 September 2017 (nine months ended 30 September 2016: Nil).

## 7. EQUITY

	Attributable to owners of the Company									
	Issued capital	Share premium	Capital reserve	Statutory reserve fund	Discretionary common reserve fund	Asset revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<i>Nine months ended 30 September 2017</i>										
As at 1 January 2017	18,743	10,910	43,655	6,661	1,500	11,299	(7,375)	85,393	(1,019)	84,374
Profit/(loss) for the period and total comprehensive income/(loss) for the period	-	-	-	-	-	-	(28)	(28)	703	675
As at 30 September 2017	<u>18,743</u>	<u>10,910</u>	<u>43,655</u>	<u>6,661</u>	<u>1,500</u>	<u>11,299</u>	<u>(7,403)</u>	<u>85,365</u>	<u>(316)</u>	<u>85,049</u>
<i>Nine months ended 30 September 2016</i>										
As at 1 January 2016	18,743	10,910	43,655	6,443	1,500	11,299	(7,474)	85,076	(378)	84,698
Profit/(loss) for the period and total comprehensive income/(loss) for the period	-	-	-	-	-	-	(457)	(457)	14	(443)
As at 30 September 2016	<u>18,743</u>	<u>10,910</u>	<u>43,655</u>	<u>6,443</u>	<u>1,500</u>	<u>11,299</u>	<u>(7,931)</u>	<u>84,619</u>	<u>(364)</u>	<u>84,255</u>

## 8. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with related parties, which also constitute continuing connected transactions under the GEM Listing Rules, during the period:

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2017	2016	2017	2016
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Sales of goods</b>				
中聯城消防科技集團有限公司 (literally translated as “Zhong Lian Cheng Fire-fighting Technology Group Company Limited”, “ZLCFT”)	-	-	1,529	-
上海石化消防工程有限公司 (literally translated as “Shanghai Petro-Chemical Fire-fighting Engineering Company Limited”, “SPFE”)	3	198	83	315
上海聯滬消防器材有限公司 (literally translated as “Shanghai Lianhu Fire-fighting Equipment Company Limited”, “SLFE”)	6	135	91	239
	<u>9</u>	<u>333</u>	<u>1,703</u>	<u>554</u>
<b>Services income</b>				
SPFE	<u>23</u>	-	<u>172</u>	-

In the opinion of the board of directors, the above transactions were carried out in the normal course of business of the Group and at prices and terms comparable with those charged to and contracted with third parties.

## **BUSINESS AND FINANCIAL REVIEW**

### **Turnover**

For the nine months ended 30 September 2017 (the “Current Period”), the Group recorded a turnover of approximately RMB54,729,000 (nine months ended 30 September 2016 (the “Corresponding Period”): RMB63,616,000), representing a decrease of approximately 14% over the Corresponding Period, mainly due to a decrease in sales of pressure vessels because customers have been ordering less or stop ordering, and the Group has been concentrating on higher margin products which lead to a decrease in trading of sanitary-ware and other products.

### **Gross profit**

For the Current Period, the Group recorded overall gross profit of approximately RMB14,058,000 (Corresponding Period: RMB13,206,000), representing a gross profit ratio of 26% comparing to 21% for the Corresponding Period. The increase was mainly attributed to the decrease in trading of sanitary-ware and other products which had a lower gross profit ratio.

### **Other income and gains**

Other income and gains for the Current Period increased by approximately RMB946,000 from RMB1,109,000 for the Corresponding Period to approximately RMB2,055,000. This is mainly due to a one off incentive for demolition of leased assets.

### **Selling and distribution expenses**

For the Current Period, the Group’s selling and distribution expenses increased by approximately RMB679,000 from RMB2,259,000 for the Corresponding Period to approximately RMB2,938,000, representing an increase of approximately 30% over the Corresponding Period, mainly because of an increase in distribution expenses in selling of pressure vessels to ZLCFT.

### **Administrative expenses**

For the Current Period, the Group’s administrative expenses were basically flat at approximately RMB11,699,000 (Corresponding Period: RMB11,577,000), mainly comprised of salaries, rental expenses and other office expenses.

### **Finance costs**

Finance costs of approximately RMB45,000 were recorded for the Current Period (Corresponding Period: RMB277,000) because the bank loan was fully settled in December 2016.

## **Profit/(loss) for the period**

For the Current Period, the Group recorded profit for the period of approximately RMB675,000 (Corresponding Period: loss of approximately RMB443,000). A turn from loss to profit during the Current Period was primary attributable to a decrease in the lower profit margin business.

## **Income tax**

The effective tax rate of the Group is 53% for the Current Period (Corresponding Period: 319%). The high effective tax charge rate is due to a net loss in a subsidiary offset by net profits arising from other subsidiaries of the Group.

## **Non-controlling interests**

For the Current Period, profit for the period attributable to non-controlling interests are approximately RMB703,000 (Corresponding Period: approximately RMB14,000) as the non-controlling interests of the Group share the profit of the profit-making companies of the Group.

## **PROSPECT**

The Company's fire extinguisher products cover three categories, carbon dioxide, water-based, and dry powder. The wide product range offered by the Company can meet the diversified needs of the customers. In addition, the Company's fire extinguishers for non-marine use are granted the Certificate for Product Type Approval by the CCCF and its fire extinguishers for marine use are granted the Certificates of Type Approval by the China Classification Society\*, Shanghai Branch ("CCS"). The Company's pressure cylinders have obtained the manufacture licence in the PRC and they meet the quality standards or requirements of the USA and the European Union.

The Company's wholly-owned subsidiary 上海安航海上消防設備有限公司 (Shanghai An Hang Marine Fire-Fighting Equipment Co., Ltd.\*) ("Shanghai An Hang") is one of the few marine fire-fighting equipment installation companies that are licensed and approved with certificates to operate in Shanghai, the PRC. It is a legal requirement in Shanghai, the PRC, that installation of marine fire-fighting equipment and system must be approved by 中國船級社 (China Classification Society\*) and 中國漁業船舶檢驗局 (Register of Fishing Vessel of the PRC\*). In addition, all marine fire-fighting equipment and system that had been installed are required to undergo annual inspection by an approved company with proper certification. Shanghai An Hang extends the Company's business from manufacturing of fire-fighting equipment products, fire-fighting testing and trading into other fire-fighting related business. The Company also shares the customer base of Shanghai An Hang aiming at selling more fire-fighting products.

\* For identification purpose only

During the period, the Company's subsidiary, Shanghai Yuanfeng Pressure Cylinder Co. Ltd. (上海元奉高壓容氣有限公司)("Yuanfeng"), received a notice from Shanghai Fengxian District Nanqiao Town Collection Management Office (《奉賢區南橋鎮徵收管理辦公室》) that certain leased land and buildings are included in the land redevelopment plan. It is confirmed that the factory leased by Yuanfeng is included in the land redevelopment plan. However, the government has not yet formulated any specific schedule or compensation proposal for the resumption. We are planning to move the production in Yuanfeng to its fellow subsidiaries to make sure there is no material impact on the daily operations of the Group.

Measures have been and will be implemented continuously to improve the operational efficiency and to control production costs. Production will be more focused on higher-margin products and production of lower-margin products and trading of lower-margin products such as sanitary-ware will be reduced or stopped to raise the overall profit margin of the Group.

### **LONG TERM STRATEGY**

We believe that the Company, with our experienced management team, firm and clear development directions, the manufacturing of quality products and the provision of quality services, will be able to sharpen the competitive edge and continue to develop new market of higher-margin products/businesses. As fire-safety regulations are tighten and more qualified practitioners in fire-safely industry are required, the Company will prudently consider acquiring relevant enterprises which possess sound profitability by way of capital increment in accordance with the relevant laws and regulations in order to accelerate the growth of our profitability so that the Company will become a major enterprise in the manufacturing, sale of fire-fighting equipment and relevant business service provider in the PRC.

### **DIRECTORS' AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 30 September 2017, the interests and short positions of the Directors and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), were as follows:

## Long positions in shares of the Company

Name	Capacity	Number of shares	Approximate percentage of total issued share capital
Mr. Zhou Jin Hui ( <i>Note 1</i> )	Held by controlled corporation	133,170,000	71.05%

### Notes:

1. Liancheng holds 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a wholly-owned subsidiary of Liancheng, holds 1,300,000 H shares of the Company. Zhejiang Hengtai owns 80% of Liancheng and Mr. Zhou Jin Hui owns 58% of Zhejiang Hengtai. Liancheng is owned as to 80% by Zhejiang Hengtai and 20% by Mr. Zhou Jin Hui. Accordingly, Mr. Zhou Jin Hui is deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.

Save as disclosed above, as at 30 September 2017, none of the Directors and supervisors of the Company has any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, the following person, other than the Director and supervisors of the Company, had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

## Long positions in shares of the Company

Name of Shareholders	Capacity	Number of shares	Approximate percentage of total issued share capital
Liancheng Fire-Fighting Group Company Limited ( <i>Note 3</i> )	Beneficial owner	131,870,000 ( <i>Note 1</i> )	70.36%
	Held by controlled corporation	1,300,000 ( <i>Note 2</i> )	0.69%
Zhejiang Hengtai Real Estate Joint Stock Co., Ltd.	Held by controlled corporation	131,870,000 ( <i>Note 1</i> )	70.36%
	Held by controlled corporation	1,300,000 ( <i>Note 2</i> )	0.69%

*Notes:*

1. All represented domestic shares of the Company.
2. Liancheng holds 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a wholly-owned subsidiary of Liancheng, holds 1,300,000 H shares of the Company. Zhejiang Hengtai owns 80% of Liancheng. Accordingly, Zhejiang Hengtai is deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.
3. The board of directors of the Company has been notified that, an aggregate of 131,870,000 domestic shares of the Company (the “Pledged Shares”) held by Liancheng have been pledged on 20 January 2016 in favour of an independent third party (the “Lender”) as a security for a loan amount of RMB199,000,000 provided by the Lender to Liancheng (the “2016 Loan”). The 2016 Loan was repaid and the Pledged Shares were released on 12 January 2017. On the same date, Liancheng have pledged the Pledged Shares in favour of the Lender as a security for a loan amount of RMB198,000,000 (the “2017 Loan”) provided by the Lender to Liancheng. The Pledged Shares will be released if Liancheng makes a partial repayment amounting to RMB63,000,000 to the Lender. Relevant shares pledge registration procedures have been completed with China Securities Depository and Clearing Corporation Limited. As of 12 January 2017 and the date of this report, the Pledged Shares represent approximately 70.36% and 100% of the total issued share capital and domestic shares of the Company, respectively.

Save as disclosed above, the Company has not been notified of any other person had relevant interests representing 5 percent or more in the issued shares capital of the Company as at 30 September 2017.

#### **DIRECTORS’ AND SUPERVISORS’ INTERESTS IN CONTRACTS**

To the best knowledge of the Board, save as disclosed in note 8 of this report, no contracts of significance in relation to the Company’s business to which the Company was a party and in which any persons who were Directors or supervisors of the Company had a material interest, whether directly or indirectly, subsisted at 30 September 2017 or at any time during the nine months ended 30 September 2017.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the nine months ended 30 September 2017, the Company did not purchase, sell or redeem any of the Company’s listed securities.

## **CORPORATE GOVERNANCE**

### **(1) Corporate Governance Practices**

The Company is committed to promoting good corporate governance, with the objectives of (i) the maintenance of responsible decision making, (ii) the improvement in transparency and disclosure of information to shareholders, (iii) the continuance of respect for the rights of shareholders and the recognition of the legitimate interests of the shareholders, and (iv) the improvement in management of risk and the enhancement of performance by the Company. Pursuant to Rule 18.44(2) and Appendix 15 of the GEM Listing Rules, the Company wish to state that it has complied with all code provisions set out in the Code on Corporate Governance Practices contained in the Appendix 15 of the GEM Listing Rules (the “Code”) during the nine months ended 30 September 2017.

### **(2) 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 the Directors of the Company, all Directors have complied with the required standard of dealings and code of conduct regarding securities transactions by directors.

## **AUDIT COMMITTEE**

The Company has established an audit committee (the “Audit Committee”) with written terms of reference in compliance with GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls of the Group and to provide advice to the Directors of the Company.

The Audit Committee comprises three independent non-executive directors of the Company, namely Mr. Yang Chun Bao, Mr. Wang Guo Zhong and Mr. Song Zi Zhang.

The Audit Committee has reviewed the Group’s unaudited condensed financial statements for the nine months ended 30 September 2017 and has provided advice and comments thereon.