

HANVEY GROUP HOLDINGS LIMITED

恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8219



2020

First Quarterly Report
第一季度報告

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*This report, for which the directors (the “**Directors**”) of Hanvey 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 enquires, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

香港聯合交易所有限公司(「聯交所」) GEM 的特色

GEM 的定位乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)而刊載，旨在提供有關恆偉集團控股有限公司(「**本公司**」)之資料，**本公司**董事(「**董事**」)願就本報告的資料共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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Summary

概要

- Revenue for the three months ended 31 March 2020 amounted to approximately HK\$20.60 million (three months ended 31 March 2019: approximately HK\$36.46 million), representing a decrease of approximately 43.50% as compared with the corresponding period.
 - Loss attributable to owners of the Company for the three months ended 31 March 2020 amounted to approximately HK\$7.70 million (three months ended 31 March 2019: approximately HK\$3.46 million).
 - Basic loss per share for the three months ended 31 March 2020 amounted to approximately HK0.77 cent (basic loss per share for the three months ended 31 March 2019: HK0.35 cent).
- 截至2020年3月31日止三個月的收益約為20.60百萬港元(截至2019年3月31日止三個月：約36.46百萬港元)，相較去年同期減少約43.50%。
 - 截至2020年3月31日止三個月，本公司擁有人應佔虧損約為7.70百萬港元(截至2019年3月31日止三個月：約3.46百萬港元)。
 - 截至2020年3月31日止三個月，每股基本虧損約為0.77港仙(截至2019年3月31日止三個月：每股基本虧損為0.35港仙)。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited) 簡明綜合損益及其他全面收益表(未經審核)

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

董事會(「**董事會**」)謹此宣佈，本公司及其附屬公司(統稱「**本集團**」)截至2020年3月31日止三個月的未經審核簡明綜合業績以及2019年同期的未經審核比較數字如下：

		Three months ended 31 March 截至3月31日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	3	20,603	36,463
Cost of sales		(14,417)	(25,998)
Gross profit		6,186	10,465
Other income, gains and losses		(64)	(306)
Selling and distribution expenses		(777)	(1,013)
Administrative expenses		(11,978)	(11,554)
Finance costs		(1,069)	(1,021)
Loss before taxation	5	(7,702)	(3,429)
Income tax expenses	6	-	(35)
Loss for the period		(7,702)	(3,464)
Other comprehensive income			
Exchange differences arising on translation		1,130	550
Other comprehensive loss for the period, net of tax		1,130	550
Total comprehensive income (loss) for the period		(6,572)	(2,914)
Loss for the period attributable to:			
Owners of the Company		(7,702)	(3,464)
Total comprehensive income for the period attributable to:			
Owners of the Company		(6,572)	(2,914)
Loss per share – basic and diluted	8	HK(0.77) cent 港仙	HK(0.35) cent 港仙

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

		Share capital	Share premium	Exchange reserves	Other reserves	Retained earnings	Total
		股本	股份溢價	匯兌儲備	其他儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance at 31 December 2018 (audited)	於2018年12月31日的結餘(經審核)	10,000	42,344	(515)	1,000	24,233	77,062
Loss for the period	期內虧損	-	-	-	-	(3,464)	(3,464)
Other comprehensive loss	其他全面虧損	-	-	550	-	-	550
Total comprehensive income	全面收入總額	-	-	550	-	(3,464)	(2,914)
At 31 March 2019 (unaudited)	於2019年3月31日(未經審核)	10,000	42,344	35	1,000	20,769	74,148
At 31 December 2019 (audited)	於2019年12月31日(經審核)	10,000	42,344	(52)	1,000	9,685	62,977
Loss for the period	期內虧損	-	-	-	-	(7,702)	(7,702)
Other comprehensive loss	其他全面虧損	-	-	1,130	-	-	1,130
Total comprehensive loss	全面虧損總額	-	-	1,130	-	(7,702)	(6,572)
Balance at 31 March 2020 (unaudited)	於2020年3月31日的結餘(未經審核)	10,000	42,344	1,078	1,000	1,983	56,405

Notes:

- Pursuant to a resolution in writing passed by all the shareholders of the Company on 20 June 2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$10,000,000 by the creation of additional 9,962,000,000 shares. Pursuant to the capitalisation issue of the Company passed by all the shareholders of the Company on 20 June 2018, additional 749,999,999 shares were allotted and issued to Million Easy Enterprises Ltd on 20 June 2018.
- The Company was successfully listed on the GEM of the Stock Exchange on 12 July 2018 by way of share offer of 25,000,000 public offer share and 225,000,000 placing shares respectively at the offer price of HK\$0.25 per share, the net proceeds after deducting the listing fee were approximately HK\$34,470,000.

附註：

- 根據本公司全體股東於2018年6月20日通過的書面決議案，本公司通過增設9,962,000,000股股份將法定股本由380,000港元增至10,000,000港元。根據本公司全體股東於2018年6月20日通過的本公司之資本化發行，萬宜集團有限公司於2018年6月20日獲額外配發及發行749,999,999股股份。
- 2018年7月12日，本公司通過以每股股份0.25港元的發售價分別發售25,000,000股公開發售股份及225,000,000股配售股份成功於聯交所GEM上市，已扣除上市費用的所得款項淨額約為34,470,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. CORPORATE INFORMATION

The Company was incorporated in Cayman Islands on 12 June 2017 as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit 3, 5 and 6, 15th Floor, Tower One, Ever Gain Plaza, No. 88 Container Port Road, Kwai Chung, New Territories, Hong Kong. Its ultimate holding company and immediate holding company are Million Easy Enterprises Limited, a company incorporated in the British Virgin Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing (“ODM”) basis for watch manufacturers, brand owners and watch importers across the globe.

The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 12 July 2018 (the “**Listing Date**”).

The unaudited condensed consolidated financial statements are presented in (“**HK\$**” or “**HKD**”) which is also the functional currency of the Company and its subsidiaries. All values are rounded to the nearest thousand (“**HK\$’000**”), except where otherwise indicated.

2. BASIS OF PREPARATION

This condensed consolidated quarterly financial information for the three months ended 31 March 2020 has been prepared in accordance with Hong Kong Financial Reporting Standard (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of GEM Listing Rules and the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

The quarterly report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2019 (the “**2019 Financial Statements**”).

The accounting policies adopted are consistent with those of the financial statement for the year ended 31 December 2019, as described in the Accountant’s Report. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group.

1. 公司資料

本公司於2017年6月12日在開曼群島根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111, Cayman Islands，主要營業地點位於香港新界葵涌貨櫃碼頭路88號永得利廣場一期15樓3、5及6室。其最終控股公司及直屬控股公司為萬宜集團有限公司(在英屬維爾京群島註冊成立的公司)。

本公司為投資控股公司，其附屬公司主要從事按原設計製造(「ODM」)基準為全球手錶製造商、品牌擁有人及手錶進口商設計及開發、製造及分銷手錶產品。

2018年7月12日(「上市日期」)，本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市。

未經審核簡明綜合財務報表以(「港元」)呈列，港元亦為本公司及其附屬公司的功能貨幣。除非另有指示，否則所有金額均約整至最接近的千位數(「千港元」)。

2. 編製基準

本截至2020年3月31日止三個月的簡明綜合季度財務資料乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則和香港法例第622章公司條例的適用披露要求而編製。

本季度報告不包括一般載於年度財務報告的所有附註。因此，本報告須與本集團截至2019年12月31日止年度的經審核財務報表(「2019年財務報表」)一併閱讀。

已採用的會計政策與會計師報告所述截至2019年12月31日止年度財務報表所採用者相同。採用與本集團有關及自本期間起生效的新訂及經修訂香港財務報告準則對本集團業績及財務狀況並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3. REVENUE AND SEGMENT INFORMATION

Information reported to the chief executive officer of the Company, being the chief operating decision makers (“CODMs”) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group currently operates in the manufacturing and trading business of watches. A single management team reports to the CODMs who comprehensively manages the entire business. Accordingly, the Group does not have separate reportable segments.

No segment assets and liabilities are presented as they were not regularly provided to the CODMs of the purpose of resource allocation and performance assessment.

Geographical information

The Group’s revenue is mainly derived from customers located in the Hong Kong, Brazil, India and Saudi Arabia. The Group’s revenue by the geographical location of the customers, determined based on the location to which the Group bills the customers, is detailed below:

3. 收益及分部資料

向本公司行政總裁即主要營運決策者（「主要營運決策者」）呈報以作資源分配及分部表現評估的資料乃集中於所交付或提供貨品或服務種類。本集團目前經營手錶製造及買賣業務。單一管理層團隊向全面掌管整體業務的主要營運決策者匯報。因此，本集團並無獨立可報告分部。

由於主要營運決策者未獲定期提供有關分部資產及負債的資料以作資源分配及表現評估，故並無呈報分部資產及負債。

地理資料

本集團的收益主要來自香港、巴西、印度及沙特阿拉伯的客戶。本集團按客戶地理位置（根據本集團發出發票的客戶地點釐定）劃分的收益詳情如下：

		Three months ended 31 March 截至3月31日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Hong Kong	香港	7,702	3,407
Brazil	巴西	5,561	7,399
India	印度	121	4,706
Saudi Arabia	沙特阿拉伯	1,690	2,768
Indonesia	印尼	–	12,825
UAE	阿聯酋	1,088	180
Australia	澳洲	346	944
Turkey	土耳其	–	571
Colombia	哥倫比亞	1,276	–
Switzerland	瑞士	1,029	814
Others (Note)	其他(附註)	1,790	2,849
		20,603	36,463

Note: Other geographical locations are mainly located in China, Germany and Britain.

附註：其他地理位置主要位於中國、德國及英國。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE

4. 收益

		Three months ended 31 March 截至3月31日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Finished watches	手錶成品	12,408	22,085
SKD kits	散件套件	6,779	13,913
Watch parts	手錶零件	1,416	465
		20,603	36,463

5. LOSS BEFORE TAXATION

5. 除稅前虧損

		Three months ended 31 March 截至3月31日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,006	1,209

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. INCOME TAX

		Three months ended 31 March 截至3月31日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Tax charge comprises:	稅項開支包括：		
Current tax	即期稅項		
– Hong Kong Profits Tax	– 香港利得稅	–	–
– PRC EIT	– 中國企業所得稅	–	35
		–	35

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof. Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. On 26 February 2020, the Financial Secretary of the Government of Hong Kong Special Administrative Region proposed to reduce profits tax for the year of assessment 2019/2020 by 100%, subject to a ceiling of HK\$20,000.

No provision for Hong Kong profits tax is required since the Group has no assessable profit for the three months period ended 31 March 2020 (31 March 2019: Nil).

The subsidiaries of the Company established in the PRC are subject to the PRC Enterprise Income Tax ("EIT"). EIT has been provided at the rate of 25% on the estimated assessable profits arising in the PRC for the three months ended 31 March 2020 and 2019. No provision for EIT has been made for prior period as the Group has no assessable profit arising in the PRC.

7. DIVIDEND

The Board do not declare any dividend for the three months ended 31 March 2020 (2019: Nil).

6. 所得稅

其他地區的應課稅溢利稅項開支已根據本集團經營所在國家的現行稅率並依據現行的法律、詮釋及慣例計算。根據兩級制利得稅，於香港成立的合資格法團首2百萬港元應課稅溢利的稅率將降至8.25%，而超過2百萬港元的溢利將按16.5%的稅率徵收稅項。2020年2月26日，香港特別行政區政府財政司司長擬減免2019/2020年課稅年度100%的利得稅，上限為20,000港元。

截至2020年3月31日止三個月期間，本集團無應課稅溢利（2019年3月31日：零），因此無需計提香港利得稅。

本公司成立於中國的附屬公司須繳納中國企業所得稅（「企業所得稅」）。企業所得稅乃根據截至2020年及2019年3月31日止三個月於中國所得的估計應課稅溢利按25%的稅率計提撥備。由於本集團並無於中國產生應課稅溢利，故過往期間並無就企業所得稅計提撥備。

7. 股息

董事會不宣派截至2020年3月31日止三個月的股息（2019年：零）。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

8. LOSS PER SHARE

The calculation of loss per share for the three months ended 31 March 2020 and 31 March 2019 are based on the loss for the period attributable to equity owners of the Company of approximately HK\$7.70 million and HK\$3.46 million respectively, and on the basis of 1,000,000,000 shares of the Company in issue, being the number of shares in issue immediately after the completion of listing as described in the session headed "Share Capital" of the Prospectus, as if these shares had been issued throughout the period.

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in existence during the period.

9. RELATED PARTY TRANSACTIONS

During the reporting period, the Group entered into related parties transactions:

8. 每股虧損

截至2020年3月31日及2019年3月31日止三個月的每股虧損乃根據本公司權益擁有人應佔期內虧損分別約7.70百萬港元及3.46百萬港元及基於本公司已發行的1,000,000,000股股份(即招股章程「股本」一節所述緊隨上市完成後的已發行股份數目)計算，猶如該等股份於有關期間已發行。

由於在有關期間並無潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相同。

9. 關聯方交易

本集團於報告期訂立以下關聯方交易：

Name of related parties 關聯方名稱	Notes 附註	Nature of transaction 交易性質	Three months ended 31 March 截至3月31日止三個月	
			2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Recurring: 經常性：				
Mr. Cheuk Sin Cheong, Clement ("Mr. Cheuk") 卓善章先生(「卓先生」)	(b)	Rental expense 租金開支	180	180
Smart Hill Enterprises Limited ("Smart Hill") 慧傑企業有限公司(「慧傑」)	(a)	Rental income 租金收入	39	45

Notes:

- (a) Smart Hill is connected person which is wholly-owned by the close relative of a director.
- (b) Mr. Cheuk, a director of the Company.

附註：

- (a) 慧傑為關連人士(由董事的近親全資擁有)。
- (b) 卓先生，本公司的一名董事。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Hanvey Group Holdings Limited (the “**Company**”), and its subsidiaries (collectively refer to as the “**Group**”) are principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing basis for watch manufacturers, brand owners and watch importers across the globe.

The Group derives revenue mainly from the sale of: (i) finished watches, (ii) semi-knocked-down kit, and (iii) watch parts.

For the three months ended 31 March 2020 (the “**Period**”), the Group’s revenue amounted to approximately HK\$20.60 million, decreased by approximately 43.50% when compared with the corresponding period of 2019. The decrease was primarily due to the global outbreak of the novel coronavirus (COVID-19). Some of our Asian customers have requested deferral delivery of the ordered goods.

According to the Hong Kong Trade Development Council’s (“**HKTDC**”) research “HKTDC Export Index 1Q20: Coronavirus Outbreak Sees Exporter Confidence Fall to Record Low” dated 17 March 2020, The HKTDC Export Index fell to a new record-low for first quarter of 2020, with the reading declining by a further 2.8 points to 16.0. The HKTDC Export Index which indicated that timepieces (e.g. finished watches, watch parts etc.) from 35.5 in first quarter of 2019 to 13.9 in first quarter of 2020, fell further into contractionary territory. This is a clear indication that Hong Kong’s export prospects will remain becalmed at best over the course of the coming months.

PROSPECTS

The outbreak of COVID-19 has brought negative impact on most of our major markets. The lock-down of different regions has also adversely affected our customers. As the COVID-19 has been contained in China and other European region, we expect the global economy will slowly recover and so do our business. In the short-term, we are still facing pressure of decreasing sale.

We intend to continue to focus on the core business, take efforts in strengthening our product design and development capability in order to maximise the long term returns of the shareholders of the Company.

業務回顧

恆偉集團控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事按原設計製造基準為全球手錶製造商、品牌擁有人及手錶進口商設計及開發、製造及分銷手錶產品。

本集團主要自銷售(i)手錶成品；(ii)散件套件；及(iii)手錶零件獲取收益。

截至2020年3月31日止三個月(「**有關期間**」)，本集團的收益約為20.60百萬港元，較2019年同期減少約43.50%，主要是由於新型冠狀病毒(COVID-19)全球爆發所致。我們的部分亞洲客戶要求推遲訂購商品的交付。

根據香港貿易發展局(「**香港貿發局**」)於2020年3月17日的「2020年第一季香港貿發局出口指數：冠狀病毒爆發出口信心跌至新低」研究，香港貿發局出口指數於2020年第一季跌至新低，並進一步下跌2.8至16.0。香港貿發局指數顯示，鐘錶業(包括製成品及零件)指數從2019年第一季的35.5跌至2020年第一季的13.9，並進一步跌入收縮區間。這清楚反映於未來數月香港的出口會停滯不前。

前景

COVID-19爆發對我們大部分主要市場造成負面影響。各地封鎖亦給我們的客戶帶來不利影響。隨著COVID-19在中國及其他歐洲地區得到控制，我們預計全球經濟將緩慢復甦，我們的業務亦將如此。短期內，我們仍面臨銷量下降的壓力。

我們擬繼續專注發展核心業務，致力改進產品設計及加強開發能力，為本公司股東帶來最大的長遠回報。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

For the Period, the Group recorded a gross profit of approximately HK\$6.19 million, represents a decline of approximately 40.88% when compared with the same period in 2019, mainly due to the global outbreak of COVID-19. Some of our Asian customers have requested deferral delivery of the ordered goods. The selling and distribution expenses for the Period decreased by approximately 23.30% when compared with the same period in 2019. The decrease was mainly due to the decrease in packing expenses and decrease in exhibition expenses as the Baselworld's 2020 show has been cancelled due to the COVID-19. The administrative expenses and finance costs for the Period remain similar level as compared with the same period in 2019.

DIVIDENDS

The Board does not recommend the payment of dividend for the Period (2019: Nil).

CAPITAL STRUCTURE

There has been no change in the Company's capital structure during the Period. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group's capital structure regularly.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2020, the Group had cash and cash equivalents of approximately HK\$28.35 million (as at 31 March 2019: HK\$37.61 million). The current ratios (current asset divided by current liabilities) of the Group were approximately 1.05 times and 1.21 times as at 31 March 2020 and 31 March 2019, respectively.

The Directors are of the view that at the date hereof, the Group's financial resources are sufficient to support its business and operations.

As at 31 March 2020, the gearing ratio of the Group, calculated by total bank borrowings as a percentage of total equity was approximately 170.38% (as at 31 March 2019: 115.54%)

COMMITMENTS

As at 31 March 2020, the Group had no capital commitments.

財務回顧

有關期間，本集團錄得毛利約6.19百萬港元，較2019年同期下降約40.88%，主要是由於新型冠狀病毒(COVID-19)全球爆發所致。我們的部分亞洲客戶要求推遲訂購商品的交付。有關期間，銷售及分銷開支較2019年同期減少約23.30%，主要是由於2020巴塞爾世界鐘錶珠寶博覽會因新型冠狀病毒(COVID-19)而取消，導致包裝開支及展覽開支減少。有關期間，行政開支及財務成本維持在與2019年同期相若的水平。

股息

有關期間董事會並無建議派付股息(2019年：零)。

資本架構

有關期間，本公司資本架構並無變動。本集團的資本架構包括已發行股本及儲備。董事定期檢討本集團的資本架構。

流動資金及財務資源

截至2020年3月31日，本集團的現金及現金等價物約為28.35百萬港元(截至2019年3月31日：37.61百萬港元)，流動比率(流動資產除以流動負債)於截至2020年3月31日及截至2019年3月31日分別約為1.05倍及1.21倍。

董事認為，於本報告日期，本集團財務資源足以支撐其業務及營運。

本集團資產負債比率按銀行借款總額佔權益總額的百分比計算，截至2020年3月31日約為170.38%(截至2019年3月31日：115.54%)。

承擔

截至2020年3月31日，本集團並無任何資本承擔。

Management Discussion and Analysis

管理層討論及分析

CHARGE OVER GROUP'S ASSETS

At the end of the Period, the following assets were pledged to bank to secure the Group's banking facilities:

本集團資產押記

於有關期間末，下列資產抵押予銀行作為本集團銀行融資的擔保：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	23,220
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	17,621
Investment properties	投資物業	14,200
Pledged bank deposits	已抵押銀行存款	6,721
		61,762

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2020, we had a total of 147 employees (31 March 2019: 170). The Company determines employee's salaries based on each employee's qualifications, position and seniority. Our Group has established an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions.

僱員及薪酬政策

截至2020年3月31日，我們共有147名僱員（2019年3月31日：170名）。本公司基於各僱員的資格、職位及資歷釐定其薪金。本集團已設立評估僱員表現的年度評審制度，作為釐定加薪、花紅及晉升的基準。

FOREIGN EXCHANGE EXPOSURE

The Group's purchases are denominated in Hong Kong Dollars. The sales of the Group are predominantly in United States Dollars, Renminbi and Hong Kong Dollars. The Group will review and monitor from time to time the risk relating to foreign exchanges.

外匯風險

本集團的採購以港元計值，而銷售則以美元、人民幣及港元計值。本集團會不時檢討及監察外匯風險。

During the Period, the Group neither took part in any derivatives activities nor entered into any hedging activities in respect of foreign exchange risk.

有關期間，本集團概無參與任何衍生工具活動，亦無就外匯風險訂立任何對沖活動。

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2020 (31 December 2019: Nil).

或然負債

截至2020年3月31日，本集團並無重大或然負債（2019年12月31日：零）。

EVENTS AFTER THE REPORTING PERIOD

The outbreak of the COVID-19 since early 2020 has brought additional uncertainties in the global macroeconomic situation. The Group's financial performance may have impact. The degree of impact could not be reasonably estimated at this stage. The Group will closely monitor the development of the epidemic and assess its impact on the financial position and operating results of the Group.

報告期後事件

COVID-19自2020年初開始爆發，增加了全球宏觀經濟狀況的不確定因素。本集團財務表現或會受影響，影響程度現階段尚無法合理估計。本集團將密切監察疫情動向並評估其對本集團財務狀況及經營業績的影響。

Management Discussion and Analysis

管理層討論及分析

USE OF PROCEEDS

During the period from the listing of shares of the Company on the GEM of the Stock Exchange on 12 July 2018 (the “Listing”) to 31 March 2020, the Group has applied the net proceeds as follows:

所得款項用途

自本公司股份於2018年7月12日在聯交所GEM上市(「上市」)至2020年3月31日，本集團使用所得款項淨額如下：

		Allocation	Amount utilised up to 31 March 2020 截至2020年3月31日 已動用的金額 HK\$'000 千港元	Amount unutilised as at 31 March 2020 截至2020年3月31日 未動用的金額 HK\$'000 千港元	Expected timeline for the unutilised net proceeds to be utilised (Note 1) 所得款項淨額中未動用款項的預期使用時間(附註1) for the three months period from 1 April 2020 to 30 June 2020 2020年4月1日至2020年6月30日的三個月 HK\$'000 千港元
Acquisition of new production facilities	購買新生產設施	21,629	21,629	-	-
Expansion of e-commerce customer base	擴大電子商務客戶群	2,739	2,301	438	438
Strengthening of design capabilities	加強設計能力	2,200	2,200	-	-
Repayment of bank loan	償還銀行貸款	7,422	7,422	-	-
Working capital	營運資金	480	420	60	60
Total	總計	34,470	33,972	498	498

Note:

- The expected timeline for utilising the unutilised net proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of market conditions.

At the date of this report, the remaining balance of net proceeds from the Listing are deposited in a licensed bank in Hong Kong.

附註：

- 所得款項淨額中未動用款項的預期使用時間基於本集團對未來市況所作最佳估計，會隨現行及未來市況的發展而更改。

於本報告日期，上市所得款項淨額餘額存入香港持牌銀行。

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2020, the interests and short positions of the Directors and chief executives of the Company in 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 (“SFO”)) which were 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 were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares of the Company:

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Long position 好倉	
		Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數 百分比
Mr. Cheuk Sin Cheong, Clement (“Mr. Cheuk”) (Note) 卓善章先生(「卓先生」)(附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%
Ms. Au Corona Ching Mei M.H. (“Mrs. Cheuk”) (Note) 歐靜美女士·M.H.(「卓太太」) (附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%

Note: 750,000,000 shares of the Company are registered in the name of Million Easy Enterprises Ltd. (“Million Easy”), the entire issued share capital of which are legally and beneficially owned by Mr. Cheuk and Mrs. Cheuk in equal shares. Under the SFO, both Mr. Cheuk and Mrs. Cheuk are deemed to be interest in all the shares of the Company held by Million Easy.

董事及最高行政人員於本公司或其任何相聯法團之股份、相關股份及債券的權益及／或淡倉

於2020年3月31日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉)，或記錄於本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據GEM上市規則第5.46至第5.68條須知會本公司及聯交所之權益及淡倉如下：

於本公司股份的好倉：

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Long position 好倉	
		Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數 百分比
Mr. Cheuk Sin Cheong, Clement (“Mr. Cheuk”) (Note) 卓善章先生(「卓先生」)(附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%
Ms. Au Corona Ching Mei M.H. (“Mrs. Cheuk”) (Note) 歐靜美女士·M.H.(「卓太太」) (附註)	Interest in controlled corporation 受控制法團權益	750,000,000	75%

附註：750,000,000股本公司股份登記於萬宜集團有限公司(「萬宜」)名下，其全部已發行股本由卓先生及卓太太合法實益等額擁有。根據證券及期貨條例，卓先生及卓太太被視為於萬宜所持本公司全部股份中擁有權益。

Management Discussion and Analysis 管理層討論及分析

Long position in the ordinary shares of associated corporation:

於相聯法團普通股的好倉：

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/ Nature of Interest 身份/ 權益性質	Long position 好倉	
			Number of ordinary shares 普通股數目	Percentage of total number of shares 佔股份總數百分比
Mr. Cheuk 卓先生	Million Easy 萬宜	Beneficial Interest 實益權益	1	50%
Mrs. Cheuk 卓太太	Million Easy 萬宜	Beneficial Interest 實益權益	1	50%

Save as disclosed above, as at 31 March 2020, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and 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 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 were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2020年3月31日，董事及本公司最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條就董事的證券交易須知會本公司及聯交所的權益或淡倉。

Management Discussion and Analysis

管理層討論及分析

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2020, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long position in shares of the Company:

Name	Capacity/Nature of Interest	Long position 好倉	Percentage of total number of shares 佔股份總數 百分比
名稱	身份／權益性質	普通股數目	
Million Easy 萬宜	Beneficial Interest 實益權益	750,000,000	75%

Save as disclosed above, as at 31 March 2020, the Directors are not aware of any other persons/entities (other than a Director and chief executive of the Company) who had, or were deemed or taken to have any interests or short position in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

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

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

主要股東於本公司之股份及相關股份的權益及／或淡倉

於2020年3月31日，除董事及本公司最高行政人員外，下列人士／實體於本公司股份或相關股份中擁有根據證券及期貨條例第336條須記錄於本公司登記冊內的權益或淡倉如下：

於本公司股份的好倉：

Long position 好倉	Percentage of total number of shares 佔股份總數 百分比
Number of ordinary shares 普通股數目	

除上文所披露者外，於2020年3月31日，據董事所知，並無任何其他人士／實體（本公司董事及最高行政人員除外）於本公司任何股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第336條須記錄於登記冊內的權益或淡倉。

購買、出售或贖回本公司上市證券

有關期間，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

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SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this report, there was no significant investment, material acquisition and disposal of subsidiaries, associates and joint ventures by the Company for the Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 28 June 2018 and in this report, the Group did not have other plans for material investments or capital assets for the coming year.

SHARE OPTION SCHEME

The Company has a share option scheme (the “**Share Option Scheme**”) which was approved and adopted by the shareholders of the Company (the “**Shareholder(s)**”) by way of written resolutions passed on 20 June 2018. The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date it was adopted. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contribution to our Group and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group and any entity in which our Group holds any equity interest (“**Invested Entity**”).

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the management shareholders or substantial shareholders of the Company or any of its respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the Period.

INTEREST OF COMPLIANCE ADVISER

As at 31 March 2020, except for the compliance adviser agreement entered into between the Company and TC Capital International Limited (“**TC Capital**”) dated 23 February 2018, neither TC Capital nor any of its directors, employees or close associates had any interest in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) pursuant to Rule 6A.32 of the GEM Listing Rules.

所持重大投資、重大收購或出售附屬公司、聯營公司及合營企業

除本報告所披露者外，有關期間，本公司並無重大投資、重大收購及出售附屬公司、聯營公司及合營企業。

重大投資或資本資產之未來計劃

除本公司於2018年6月28日刊發的招股章程及本報告所披露者外，本集團明年並無任何其他重大投資或資本資產計劃。

購股權計劃

本公司股東（「股東」）於2018年6月20日通過書面決議案批准及採納本公司的購股權計劃（「購股權計劃」）。購股權計劃自獲採納日期起有效期為10年。購股權計劃的目的是就合資格人士對本集團所作貢獻提供獎勵或回報及／或使本集團可招聘及留聘高素質僱員，並吸引對本集團及本集團持有任何股權的任何實體（「被投資實體」）有價值的人力資源。

競爭及利益衝突

有關期間，本公司董事、管理層股東或主要股東或任何彼等各自聯繫人概無進行與本集團業務（不論直接或間接）競爭或可能構成競爭之任何業務（定義見GEM上市規則）或與本集團產生任何其他利益衝突。

合規顧問權益

截至2020年3月31日，除本公司與天財資本國際有限公司（「天財資本」）於2018年2月23日訂立的合規顧問協議外，天財資本、其任何董事、僱員或緊密聯繫人概無於本公司或本集團任何成員公司證券中擁有GEM上市規則第6A.32條所述的權益（包括購股權或認購該等證券的權利（如有））。

Management Discussion and Analysis

管理層討論及分析

CORPORATE GOVERNANCE CODE

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 15 to the GEM Listing Rules throughout the Period, except for the deviation as specified and explained below with considered reasons for such deviations.

Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Cheuk Sin Cheong Clement is currently the chairman of our Board and the chief executive officer of our Company. In view that Mr. Cheuk has been assuming day-to-day responsibilities in operating and managing our Group since 1986 and the rapid development of our Group, the Board believes that with the support of Mr. Cheuk’s extensive experience and knowledge in the business of the Group, vesting the roles of both chairman of our Board and chief executive officer of our Company in Mr. Cheuk strengthens the solid and consistent leadership and thereby allows for efficient business planning and decision which is in the best interest to our Group.

The Directors consider that the deviation from provision A.2.1 of the Corporate Governance Code is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that this management structure is effective for our Group’s operations, and sufficient checks and balances are in place.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding securities transactions by Directors 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, the Company confirms that the Directors complied with required standard of dealings and its code of conduct regarding securities transactions by Directors throughout the Period.

企業管治守則

董事會認為，有關期間，除下文已詳述合理原因的偏離外，本公司已遵守GEM上市規則附錄15所載企業管治守則（「**企業管治守則**」）的守則條文。

企業管治守則第A.2.1條規定，主席及行政總裁的角色應予以區分，不應由同一人士擔任。卓善章先生現為董事會主席兼本公司行政總裁。鑑於卓先生自1986年以來一直承擔本集團的日常營運及管理職責，且本集團正處於快速發展期，董事會認為，卓先生豐富的經驗與知識有利於本集團的業務，由卓先生同時擔任董事會主席及本公司行政總裁將加強本公司穩定貫徹的領導，從而實現高效的業務規劃及決策，因此，符合本集團的最佳利益。

董事認為，在此情況下偏離企業管治守則第A.2.1條屬適當。故儘管存在上述情況，董事會認為該管理架構對本集團的營運有效，且已採取足夠的檢查及平衡措施。

董事進行證券交易之操守守則

本公司已採納董事進行證券交易之操守守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易規定準則。經作出特定查詢後，本公司確認有關期間，董事已遵守交易規定準則及董事進行證券交易之操守守則。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 20 June 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and paragraph C.3 of the Corporate Governance Code. The members of the Audit Committee comprise Mr. Yu Sau Ning Homer M.H., Mr. Zhao Zhipeng and Ms. Yee Wai Fong Wendy. The chairperson of the Audit Committee is Mr. Yu Sau Ning Homer M.H..

The primary duties of the Audit Committee are mainly to make recommendations to our Board on the appointment and removal of the external auditor, review the financial statements and related materials and provide advice in respect of the financial reporting process and oversee the internal control procedures of our Group.

The financial information in this report has not been audited by the auditor of the Company, but the Audit Committee has reviewed the unaudited consolidated results of the Group for the Period, which the Audit Committee was of the opinion that such results have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules, and that adequate disclosures have been made.

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements in relation to financial conditions, results of operation and business of the Group. These statements are based on numerous assumptions regarding our Group’s present and future business strategy and the environment in which our Group will operate in the future. These forward-looking statements reflecting our Group’s current views with respect to future events are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions.

By order of the Board
HANVEY GROUP HOLDINGS LIMITED
Cheuk Sin Cheong, Clement

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 May 2020

As at the date of this report, the executive Directors are Mr. Cheuk Sin Cheong Clement, Ms. Au Corona Ching Mei M.H. and Ms. Cheuk Heide Oil-gei; and the independent non-executive Directors are Mr. Yu Sau Ning Homer M.H., Mr. Zhao Zhipeng, Ms. Yee Wai Fong Wendy and Dr. Liu Ngai Wing.

審核委員會

本公司已於2018年6月20日遵照GEM上市規則第5.28至第5.33條及企業管治守則第C.3段成立審核委員會(「**審核委員會**」)，並制定書面職權範圍。審核委員會的成員包括余壽寧先生，M.H.、趙志鵬先生及余惠芳女士。審核委員會主席為余壽寧先生，M.H.。

審核委員會的首要職責主要為就委任及罷免外部核數師向董事會作出推薦建議、審閱財務報表及相關資料、就財務申報程序提供意見及監督本集團的內部監控程序。

本報告所載財務資料未經本公司核數師審核，但審核委員會已審閱本集團有關期間的未經審核綜合業績。審核委員會認為有關業績乃按照適用會計準則及GEM上市規則編製，並已作出充分披露。

前瞻性陳述

本報告載有有關本集團財務狀況、經營業績及業務的前瞻性陳述。該等陳述以有關本集團現時及日後業務策略以及本集團日後經營環境的多項假設為依據。該等前瞻性陳述反映本集團現時對未來事件的觀點，並非日後表現的保證，且受若干風險、不確定因素及假設影響。

承董事會命
恆偉集團控股有限公司
主席、行政總裁兼執行董事
卓善章

香港，2020年5月12日

於本報告日期，執行董事為卓善章先生、歐靜美女士，M.H.及卓凱璣女士；及獨立非執行董事為余壽寧先生，M.H.、趙志鵬先生、余惠芳女士及廖毅榮博士。

HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司