

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



## **Wing Fung Group Asia Limited**

**榮豐集團亞洲有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8526)**

### **THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2020**

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

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

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

*This announcement, for which the directors (the “**Directors**”) of Wing Fung Group Asia 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 and its subsidiaries (collectively, the “**Group**”). 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.*

## QUARTERLY FINANCIAL RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2020 (the “**Relevant Period**”), together with the unaudited comparative figures for the corresponding period in 2019, as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the three and nine months ended 30 September 2020*

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Revenue	3	52,991	37,390	142,726	147,099
Cost of sales	4	(45,569)	(27,770)	(120,686)	(118,379)
<b>Gross profit</b>		<b>7,422</b>	9,620	<b>22,040</b>	28,720
Other income, net		2,263	64	2,701	174
Impairment gains/(losses) on trade receivables and contract assets	4	14	(59)	16	(66)
Administrative expenses	4	(3,074)	(4,376)	(11,420)	(12,467)
Other expense		(688)	—	(4,301)	—
<b>Operating profit</b>		<b>5,937</b>	5,249	<b>9,036</b>	16,361
Finance costs		(352)	(118)	(588)	(417)
<b>Profit before income tax</b>		<b>5,585</b>	5,131	<b>8,448</b>	15,944
Income tax expense	5	(546)	(1,006)	(1,736)	(3,323)
<b>Profit for the period</b>		<b>5,039</b>	4,125	<b>6,712</b>	12,621
Other comprehensive income for the period, net of tax <i>Item that may be reclassified to profit or loss:</i> — Exchange differences on translation of a foreign operation		(2)	(1)	95	158
<b>Total comprehensive income for the period</b>		<b>5,037</b>	4,124	<b>6,807</b>	12,779
<b>Basic and diluted earnings per share for profit attributable to the ordinary equity holders of the Company (HK cents per share)</b>	7	<b>0.88</b>	0.72	<b>1.17</b>	2.20

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Exchange translation reserve <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>For the nine months ended 30 September 2020</b>							
At 1 January 2020 (Audited)	<u>5,740</u>	<u>41,147</u>	<u>(618)</u>	<u>11,676</u>	<u>(12,941)</u>	<u>57,120</u>	<u>102,124</u>
Profit for the period	—	—	—	—	—	6,712	6,712
Exchange differences arising on translation of a foreign operation	—	—	<u>95</u>	—	—	—	<u>95</u>
Total comprehensive income for the period	—	—	<u>95</u>	—	—	<u>6,712</u>	<u>6,807</u>
<b>At 30 September 2020 (Unaudited)</b>	<u><u>5,740</u></u>	<u><u>41,147</u></u>	<u><u>(523)</u></u>	<u><u>11,676</u></u>	<u><u>(12,941)</u></u>	<u><u>63,832</u></u>	<u><u>108,931</u></u>
<b>For the nine months ended 30 September 2019</b>							
At 1 January 2019 (Audited)	<u>5,740</u>	<u>41,147</u>	<u>(777)</u>	<u>11,676</u>	<u>(12,941)</u>	<u>35,809</u>	<u>80,654</u>
Profit for the period	—	—	—	—	—	12,621	12,621
Exchange differences arising on translation of a foreign operation	—	—	<u>158</u>	—	—	—	<u>158</u>
Total comprehensive income for the period	—	—	<u>158</u>	—	—	<u>12,621</u>	<u>12,779</u>
<b>At 30 September 2019 (Unaudited)</b>	<u><u>5,740</u></u>	<u><u>41,147</u></u>	<u><u>(619)</u></u>	<u><u>11,676</u></u>	<u><u>(12,941)</u></u>	<u><u>48,430</u></u>	<u><u>93,433</u></u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

*For the nine months ended 30 September 2020*

## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 29 September 2016 as an exempted company with limited liability under Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business is Units 13 & 14, 9th Floor, Worldwide Industrial Centre, 43-47 Shan Mei Street, Fotan, the New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of supply, installation and fitting-out services of mechanical ventilation and air-conditioning ("MVAC") system for buildings. The Company's immediate and ultimate holding company is Wing Fung Capital Limited, a private company incorporated in the British Virgin Islands.

The unaudited condensed consolidated financial information for the Relevant Period (the "**Third Quarterly Financial Information**") are presented in Hong Kong dollars ("**HKS**"), which is the functional currency of the Company.

The Company listed its shares on GEM of the Stock Exchange on 27 February 2018 (the "**Listing**").

The Third Quarterly Financial Information have not been audited but have been reviewed by the audit committee of the Company.

## 2 BASIS OF PREPARATION

This Third Quarterly Financial Information of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules. The Third Quarterly Financial Information have been prepared under the historical cost convention.

The preparation of the Third Quarterly Financial Information requires the Company's management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the Third Quarterly Financial Information are the same as those presented in the Group's annual financial statements for the year ended 31 December 2019.

The application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in the Third Quarterly Financial Information.

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

### 3 REVENUE

The Group's revenue are derived from the provision of supply, installation, and fitting-out services of MVAC system for buildings to external customers in Hong Kong and Macau during the period.

### 4 EXPENSES BY NATURE

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Costs of materials	14,902	5,710	41,157	31,336
Subcontractor costs	24,724	17,531	61,995	74,278
Employee benefit expenses				
— directors' remuneration	513	1,603	3,719	4,630
— direct labour	4,196	4,089	11,364	11,108
— administrative staff	554	662	1,638	2,120
Impairment (gains)/losses on trade receivables	(35)	54	(79)	73
Impairment losses/(gains) on contract assets	21	5	63	(7)
Auditor's remuneration				
— Audit services	250	237	750	712
— Non-audit services	18	11	53	34
Write-off of plant and equipment	12	—	12	—

### 5 INCOME TAX EXPENSE

The amount of income tax expense charged to the unaudited condensed consolidated statement of comprehensive income represents:

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current income tax:				
— Hong Kong profits tax	763	951	1,307	3,268
— Macau complementary tax	107	81	743	81
— Over provision in prior years	(324)	(26)	(314)	(26)
Income tax expense	546	1,006	1,736	3,323

(i) **Hong Kong profits tax**

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% (for the nine months ended 30 September 2019: 16.5%).

(ii) **Macau Complementary Tax**

Pursuant to a tax incentive approved under Section 20 of Decree Law No. 11/2016, Macau Complementary Tax is levied at a fixed rate of 12% (for the nine months ended 30 September 2019: 12%) on the taxable income above Macau Pataca (“**MOP**”) 600,000 (approximately HK\$574,000) of the Group’s operation in Macau.

**6 DIVIDENDS**

The Board does not recommend the payment of any dividend for the Relevant Period (for the nine months ended 30 September 2019: Nil).

**7 BASIC AND DILUTED EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>30 September</b>		<b>30 September</b>	
	<b>2020</b>	2019	<b>2020</b>	2019
	<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
Profit attributable to owners of the Company (in HK\$’000)	<u>5,039</u>	<u>4,125</u>	<u>6,712</u>	<u>12,621</u>
Weighted average number of ordinary shares in issue	<u>574,000,000</u>	<u>574,000,000</u>	<u>574,000,000</u>	<u>574,000,000</u>
Basic earnings per share (HK cents per share)	<u><b>0.88</b></u>	<u>0.72</u>	<u><b>1.17</b></u>	<u>2.20</u>

Diluted earnings per share is equal to the basic earnings per share since the Company has no dilutive potential shares during the nine months ended 30 September 2020 and 2019.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review and Outlook

The Group is principally engaged as a subcontractor for the provision of supply, installation and fitting-out services of MVAC system for various types of private and public building projects including infrastructural, commercial and residential building projects in Hong Kong and Macau.

The persistent outbreak of the novel coronavirus (COVID-19) has continued to generate unprecedented disruptions in business operations on a global scale. As mentioned in the interim results announcement of the Company dated 5 August 2020, the Group has suffered temporary suspension of construction works in February and March 2020 leading to a decrease in the amount of work recognised during the first quarter of 2020.

Further, as disclosed in the announcement of the Company dated 23 July 2020, the work of a project with a contract sum of over MOP170 million (the “**Affected Project**”) was suspended since 31 July 2020. It is anticipated that revenue contribution of the Affected Project in the second half of year 2020 may decline as a result of the delay in completion, and may in turn bring about negative impact towards the financial performance of the Group for the year ending 31 December 2020.

Despite the impact from the Affected Project, the Group recorded an increase in revenue for the three months ended 30 September 2020 as compared to the three months ended 30 September 2019, and the work of all other on-going projects of the Group are progressing as scheduled and the pipeline of projects of the Group remains sufficient. In particular, during the three months ended 30 September 2020, among the new projects awarded to the Group, two new projects with an initial contract sum exceeding HK\$88 million and HK\$159 million respectively marked a new business milestone in the development of the Group for being the largest contracts in terms of contract sum the Group has ever been awarded in Hong Kong. The Group will continue to regularly and closely monitor the progress of its on-going projects and will continue to identify suitable tender opportunities and submit tenders for potential projects to maximize the Group’s profits and return to its shareholders. While it is unclear how much longer the COVID-19 pandemic may last and the extent of impact on the local and global economy, the Group will continue to pay attention to the situation of the pandemic and assess its impact on the operations and financial performance of the Group, and will make further announcement(s) as and when appropriate.

On the corporate development front, the Company submitted an application for a transfer of listing from GEM to the Main Board of the Stock Exchange (the “**Proposed Transfer of Listing**”) on 14 May 2020, details of which have been set out in the announcement of the Company of even date.

Looking forward, the Board remains confident in the core competencies and prospect of the Group and is committed in creating long-term value to the shareholders of the Company.

## **Financial Review**

### **Revenue**

As a result of suspension of construction works and delays in building schedule of ongoing projects of the Group as mentioned above, the amount of work performed and certified, in particular during the first quarter of 2020, has decreased as compared to the corresponding period in 2019, leading to a drop in our revenue from approximately HK\$147.1 million for the nine months ended 30 September 2019 to approximately HK\$142.7 million for the Relevant Period, representing a decrease of approximately 3.0%. In particular, while the Group recorded (i) an increase in revenue of approximately HK\$36.2 million from new projects (in particular two new projects located at Kai Tak and Chek Lap Kok which collectively contributed to an increase in revenue of approximately HK\$25.9 million); and (ii) an increase in revenue of approximately HK\$87.1 million due to the increase in the amount of work under our existing projects as compared with the nine months ended 30 September 2019 (in particular, a project located at Freguesia da Sé in Macau and a project located at Ilhas in Macau), the aforesaid increments were offset by (i) a decrease in revenue of approximately HK\$41.2 million resulting from the completion of certain projects during the Relevant Period; and (ii) a decrease in revenue of approximately HK\$86.5 million due to the decrease in the amount of work under our existing projects as compared with the nine months ended 30 September 2019 (in particular, a project located at Shatin and another project located at Chek Lap Kok together accounted for a decrease in revenue of approximately HK\$61.8 million).

### **Cost of Sales**

Our cost of sales increased from approximately HK\$118.4 million for the nine months ended 30 September 2019 to approximately HK\$120.7 million for the Relevant Period, representing an increase of approximately 1.9%. Such increase was partially driven by the increase in our costs of materials, despite such increase was partially offset by the decrease in our subcontractor costs during the Relevant Period.

### **Gross Profit and Gross Profit Margin**

Our gross profit decreased by approximately 23.3% from approximately HK\$28.7 million for the nine months ended 30 September 2019 to approximately HK\$22.0 million for the Relevant Period. The decrease in our gross profit was primarily due to the decrease in our gross profit margin from approximately 19.5% for the nine months ended 30 September 2019 to approximately 15.4% for the Relevant Period. The decrease in our gross profit margin was principally attributable to the decrease in the amount of our

works in the project located at Shatin (which has a higher gross profit margin and contributed 42.1% of our total revenue for the nine months ended 30 September 2019) and the completion of the project located at Pokfulam (which has a higher gross profit margin for the nine months ended 30 September 2019).

### **Administrative Expenses**

Our administrative expenses decreased by approximately HK\$1.1 million, or approximately 8.8%, from approximately HK\$12.5 million for the nine months ended 30 September 2019 to approximately HK\$11.4 million for the Relevant Period, mainly attributable to the decrease in the staff costs such as the Directors' remuneration.

In view of the potential economic downturn in the second half 2020 due to the continuous outbreak of COVID-19, the Group has adopted various measures to strengthen its cost control to maintain its competitiveness in the market. After comprehensive assessment, our Executive Directors, namely Mr. Chung Chi Keung and Ms. Lai Suk Fan, agreed to reduce their remuneration from 1 July 2020 to 31 December 2020 as one of the temporary cost control measures.

### **Other Expense**

During the Relevant Period, our Group recognised non-recurring professional service fees of approximately HK\$4.3 million in connection with the Proposed Transfer of Listing. No such expense was recognised for the nine months ended 30 September 2019.

### **Income Tax Expense**

Income tax expense for the Group decreased by approximately 48.5% from approximately HK\$3.3 million for the nine months ended 30 September 2019 to approximately HK\$1.7 million for the Relevant Period. The decrease was mainly due to the decrease in profit before tax.

### **Profit for the Period**

As a result of the foregoing, our profit for the period decreased by approximately HK\$5.9 million from approximately HK\$12.6 million for the nine months ended 30 September 2019 to approximately HK\$6.7 million for the Relevant Period. Excluding the one-off exceptional expenses incurred during the Relevant Period for the Proposed Transfer of Listing, our adjusted profit decreased by approximately HK\$1.6 million or 12.7% from approximately HK\$12.6 million for the nine months ended 30 September 2019 to approximately HK\$11.0 million for the Relevant Period.

### **DIVIDEND**

The Board did not recommend the payment of any dividend in respect of the Relevant Period (for the nine months ended 30 September 2019: Nil).

## EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above, the Board is not aware of any important events after the reporting period that requires disclosure.

## DISCLOSURE OF INTERESTS

### (I) Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at 30 September 2020, the interests and short positions of the Directors and chief executive of the Company in shares of the Company (the “**Shares**”), the underlying Shares or 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 pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests or short positions which any such director or chief executive was taken or deemed to have under such provision 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 standard of dealings by Directors referred in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of Director	Capacity/Nature of Interest	Number of the Shares held/ interested in	Long/short position	Percentage of Shareholding
Mr. Chung Chi Keung (“ <b>Mr. Chung</b> ”)	Interest in controlled corporation ( <i>Note</i> )	430,500,000	Long position	75%

*Note:* The 430,500,000 Shares are held by Wing Fung Capital Limited, which is an associated corporation of the Company and owned as to 7,887 shares representing 78.87% by Mr. Chung. Therefore, Mr. Chung is deemed to be interested in all the Shares held by Wing Fung Capital Limited for the purposes of the SFO. Mr. Chung is our executive Director, Chairman and Chief Executive Officer and one of the controlling shareholders of the Company.

Save as disclosed above, as at 30 September 2020, none of the Directors or chief executive of the Company had registered any interests and 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) (i) 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 were taken or

deemed to have under such provisions of the SFO); or (ii) 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.

**(II) Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares or Debentures**

So far as the Directors are aware, as at 30 September 2020, the following persons/entities (other than the Directors and chief executive of the Company) had or were deemed to have taken an interest or short position in the Shares or underlying Shares which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules.

Name of Shareholder	Capacity/Nature of Interest	Number of the Shares held/ interested in	Long/short position	Percentage of Shareholding
Ms. Chung Mei Lin Joanne ("Ms. Chung")	Interests held jointly with another person (Note)	430,500,000	Long position	75%
Wing Fung Capital Limited	Beneficial owner	430,500,000	Long position	75%

*Note:* On 29 May 2017, Mr. Chung and Ms. Chung entered into a deed of acting in concert (the "Deed of Acting in Concert") to acknowledge and confirm, amongst other things, that they are parties acting in concert (within the meaning under the Codes on Takeovers and Mergers and Share Repurchase) in respect of Wing Fung Capital Limited, Wing Fung Engineering (H.K.) Limited and Botop Engineering (Macau) Limited since their respective incorporation. Pursuant to the arrangement under the Deed of Acting in Concert, Mr. Chung and Ms. Chung are deemed to be interested in the Shares held by each other by virtue of the SFO.

Save as disclosed above, as at 30 September 2020, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures" above, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## **PUBLIC FLOAT**

As previously disclosed, the Shares held by the public had fallen below 25% of all issued Shares, being the minimum prescribed public float under Rule 11.23 of the GEM Listing Rules, during the period from 6 November 2019 to 31 March 2020. For details of the relevant event, please refer to the announcement of the Company dated 28 July 2020 and the interim results announcement of the Company dated 5 August 2020.

Saved as disclosed above, based on the information that is publicly available to the Company and to the best knowledge, information and belief of the Directors, the Company has maintained the prescribed minimum public float under the GEM Listing Rules for the Relevant Period and at any time up to the date of this announcement.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES**

At no time during the Relevant Period was the Company or any of its associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of the Shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the Shares in, or debentures of, the Company, or had exercised any such rights.

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

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the Relevant Period.

## **CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Group has adopted a code of conduct regarding securities transactions by the Directors on the terms no less exacting than the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all the Directors and all Directors confirmed that they had complied with the required standard of dealings regarding transactions during the Relevant Period. The Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the Relevant Period.

## **INTEREST OF COMPLIANCE ADVISER**

As at the date of this announcement, except for (i) the participation of TC Capital International Limited ("TC Capital") as the sponsor in relation to the Listing; and (ii) the compliance adviser agreement entered into between the Company and TC Capital dated 21 April 2017, neither TC Capital nor any of its directors, employees or close associates had any interests in relation to the Group which are required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## **CORPORATE GOVERNANCE PRACTICE**

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to enhance the accountability system and transparency of the Group, protect the interests of the Company's stakeholders and create value for shareholders of the Company.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules. During the Relevant Period, the Company has adopted and complied with, where applicable, the CG Code to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner, except for Code Provision A.2.1 of the CG Code.

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Chung is currently the chairman of the Board and the chief executive officer of the Company, responsible for formulating the overall business strategies and overseeing the business and operation of the Group. Considering that Mr. Chung has been responsible for the overall management and operation of the Group since its inception, the Board believes that it is in the best interest of the Group to have Mr. Chung taking up both roles for effective management and business development.

## **COMPETING INTERESTS**

The Directors are not aware of any business or interest of Directors nor the controlling shareholder of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during the Relevant Period.

## **AUDIT COMMITTEE**

The Group has established an audit committee of the Board (the "Audit Committee") in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to make recommendations to the Board on appointment or re-appointment and removal of external auditor; review financial statements of our Company and judgments in respect of financial reporting; and oversee the effectiveness of the procedures of the risk management and internal control procedures of the Group.

The Audit Committee currently consists of all three of our independent non-executive Directors, namely Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming. Mr. Choy Hiu Fai Eric is the chairman of the Audit Committee and holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The terms of reference of the Audit Committee are posted on the websites of the Stock Exchange and the Company. The unaudited condensed consolidated results of the Group for the Relevant Period had been reviewed by the Audit Committee, which was of the opinion that the unaudited condensed consolidated results have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules and that adequate disclosures have been made.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

Other than the impact and potential impact of the COVID-19 pandemic on the local and global economy and the operation and financial performance of the Group as mentioned under the paragraph headed “Management Discussion and Analysis — Business Review and Outlook” above, the management considers that the following are the principal risks and uncertainties faced by the Group:

- (i) the business of the Group relies on successful tenders and any failure of the Group to secure tender contracts would affect the operations and financial results of the Group;
- (ii) erroneous or inaccurate estimation of project duration and the costs involved when determining the tender price may adversely affect the profitability and financial performance of the Group;
- (iii) the Group’s historical revenue and profit margin may not be indicative of its future revenue and profit margin; and
- (iv) any delay or defects of the works of the supplier and subcontractors of the Group would adversely affect its operations and financial results.

For other risks and uncertainties facing the Group, please refer to the section headed “Risks Factors” in the prospectus of the Company dated 12 February 2018.

By order of the Board  
**Wing Fung Group Asia Limited**  
**Chung Chi Keung**  
*Chairman, Chief Executive Officer  
and Executive Director*

Hong Kong, 4 November 2020

*As at the date of this announcement, the executive Directors are Mr. Chung Chi Keung and Ms. Lai Suk Fan; and the independent non-executive Directors are Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming.*

*This announcement will remain on the “Latest Listed Company Information” page of GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting. This announcement will also be published and remained on the Company’s website at [www.wingfunggroup.com](http://www.wingfunggroup.com).*