



aeso

AESO HOLDING LIMITED

艾碩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8341)



FIRST QUARTERLY REPORT 2017

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

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

FIRST QUARTERLY RESULTS

The board of Directors (the “**Board**”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively, the “**Group**”) for the three months ended 30 June 2017 (the “**Period**”), together with the comparative figures for the corresponding period in 2016, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2017

		Three months ended 30 June	
	Notes	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Revenue	4	28,607	18,918
Cost of services		(27,579)	(16,007)
Gross profit		1,028	2,911
Other income	5	13	3
Listing expenses		–	(6,046)
Administrative expenses		(10,018)	(5,411)
Finance costs	6	(78)	(49)
Loss before taxation	7	(9,055)	(8,592)
Taxation	8	–	277
Loss and total comprehensive expenses for the period		(9,055)	(8,315)
Loss per share attributable to equity holders of the Company			
Basic and diluted (HK cents)	10	(4.53)	(5.76)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2017

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	(Accumulated losses)/ retained earnings HK\$'000	Total HK\$'000
At 1 April 2017 (audited)	15,600	40,201	1,000	(4,360)	52,441
Loss and total comprehensive expense for the Period	-	-	-	(9,055)	(9,055)
As at 30 June 2017 (unaudited)	15,600	40,201	1,000	(13,415)	43,386
At 1 April 2016 (audited)	40	-	1,000	22,379	23,419
Loss and total comprehensive expense for the Period	-	-	-	(8,315)	(8,315)
Issue of shares	38	19,875	-	-	19,913
As at 30 June 2016 (audited)	78	19,875	1,000	14,064	35,017

1. CORPORATE INFORMATION

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 10 December 2015. The address of the Company's registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands and its principal place of business is 18th Floor, The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong.

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the premise enhancement solution service in Hong Kong by providing contracting service for (i) the internal fitting-out work of newly built commercial premises and residential developments, and (ii) the renovation work (including alteration and addition) work for existing commercial premises.

The unaudited condensed consolidated financial statements have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee.

The unaudited quarterly financial statements of the Group for the three months ended 30 June 2017 are presented in Hong Kong dollars ("**HK\$**"), which is also the functional currency of the Company.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSS**"), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASS**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure requirements under the GEM Listing Rules. The unaudited quarterly financial statements should be read in conjunction with the annual report for the year ended 31 March 2017.

The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2017. The adoption of the new/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 for the current and prior periods.

3. SEGMENT INFORMATION

The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

(i) **Fitting-out work for new projects ("Fitting-out Projects")**

Provision of fitting-out work for construction of newly built commercial premises and residential developments either as a main contractor or subcontractor.

(ii) **Renovation work and alteration and addition work for old projects ("Renovation Projects")**

Provision of renovation work and alteration and addition work for existing commercial premises as a main contractor.

No geographical information is presented as the Group's revenue are all derived from Hong Kong based on the location of services delivered.

4. REVENUE

An analysis of the Group's revenue recognised during the three months ended 30 June 2017 and 2016 is as follows:

	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Revenue		
Fitting-out projects	19,669	3,446
Renovation projects	8,938	15,472
Total	28,607	18,918

5. OTHER INCOME

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Bank interest income	4	3
Sundry income	9	–
	13	3

6. FINANCE COSTS

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Interest on:		
Bank borrowings	37	16
Bank overdrafts	18	–
Finance leases	9	–
Advances drawn on account receivables factored with recourse	14	33
	78	49

7. LOSS BEFORE TAXATION

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Loss before taxation has been arrived at after charging:		
Directors' emolument	924	1,542
Other staff costs:		
Salaries and other allowances	4,408	3,613
Retirement benefit scheme contributions	128	97
Total staff costs	5,460	5,252
Less: amounts included in cost of services	(2,152)	(1,681)
	3,308	3,571
Auditors' remuneration	125	300
Depreciation of property, plant and equipment	355	62
Minimum operating lease rentals in respect of rental premises	555	366

8. TAXATION

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Deferred tax	–	(277)

No provision for Hong Kong Profit Tax has been made as the Group had no assessable profit during the three months ended 30 June 2017 and 2016.

9. DIVIDENDS

The Board of directors do not recommend the payment of any dividend for the Period (2016: Nil).

10. LOSS PER SHARE

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Loss:		
Loss for the purpose of calculating basic loss per share	(9,055)	(8,315)
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	200,000,000	144,346,154

Diluted loss per share and basic loss per share are the same for the three months ended 30 June 2017 and 2016 as there were no the potential ordinary shares in issue for the three months ended 30 June 2017 and 2016.

11. OPERATING LEASE COMMITMENTS

The Group as lessee

At 30 June 2017 and 31 March 2017, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases in respect of rental premises which fall due as follow:

	At 30 June 2017 HK\$'000 (unaudited)	At 31 March 2017 HK\$'000 (audited)
Within one year	2,115	2,116
In the second to fifth year inclusive	2,619	3,147
	4,734	5,263

12. LITIGATION

Winding-up Proceedings

On 12 July 2017, a controlling shareholders of the Company, Acropolis Limited, which wholly-owned by Mr. Chan Siu Chung (“**Mr. Chan**”), filed a Petition (the “**Petition**”) in the action HCCW 218/2017 against, amongst other respondents, the Company, another controlling shareholders, W&Q Investment Limited and Mr. Liu Chang Kien (the “**Action**”).

Pursuant to an order (the “**Order**”) of the Court of First Instance of the High Court of the Hong Kong Special Administrative Region dated 31 May 2018 under the Action, the representatives of SHINEWING Specialist Advisory Services Limited have been appointed as provisional liquidators of the Company with effect from the date of the Order.

The provisional liquidators have made the application to the High Court of Hong Kong (the “Court”) and have obtained approval from the Court on 10 September 2018 on the following:

- (i) To carry on the existing business of the Group, including to submit tenders and enter into contracts for new fitting out and renovation projects;
- (ii) To carry on correspondence with regulators and take all such steps necessary to comply with the regulatory obligations of the Group, including compliance with the resumption conditions set out by the Hong Kong Exchanges and Clearing Limited.

On 13 March 2019, Acropolis Limited, Mr. Chan, W&Q Investment Limited and Mr. Liu Chang Kien (collectively referred to herein as “**the Parties**”) have agreed on a settlement term sheet for the settlement of all the relevant actions between the Parties. The consent summons to dismiss the Petition was duly signed and filed with the court subsequently.

On 29 April 2019, the Court ordered that the Petition in the winding-up proceedings HCCW 218/2017 be dismissed by the consent of the parties. The joint and several provisional liquidators of the Company appointed pursuant to the Order be released.

For further details of the abovementioned litigation, please refer to the announcements of the Company dated 6 February 2018, 27 August 2018, 1 November 2018, 13 March 2019, 28 March 2019, 12 April 2019 and 29 April 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Company is an investment holding company and the shares of the Company (the “**Shares**”) were listed on GEM of the Stock Exchange on 13 January 2017 by way of placing (the “**Placing**”). The Company’s subsidiaries are principally engaged in the provision of fitting-out work for construction of newly built commercial premises and residential developments and renovation (including alteration and addition) work for existing commercial premises in Hong Kong.

During the three months ended 30 June 2017, the Company submitted tenders amounting to approximately HK\$214.6 million and 4 projects were awarded amounting to approximately HK\$59.4 million, which include a Fitting-out Project of proposed residential development at Shatin with contract sum of approximately HK\$58 million. The tenders are invited by the stable and long-term clients, including listed property developers, based on their trust to our Company and some are from new clients including those sizable developers from PRC.

Financial Review

Revenue

The Group’s overall revenue increased from approximately HK\$18.9 million for the three months ended 30 June 2016 to approximately HK\$28.6 million for the three months ended 30 June 2017, representing an increase of approximately 51.3%.

The revenue for the Fitting-out Projects for the three months ended 30 June 2017 was approximately HK\$19.7 million, represented an increase of approximately 470.8% from approximately HK\$3.4 million for the same period in 2016.

The revenue for the Renovation Projects for the three months ended 30 June 2017 was approximately HK\$8.9 million, represented a decrease of approximately 42.2% from approximately HK\$15.5 million for the same period in 2016.

Cost of Services

The Group's direct cost increased from approximately HK\$16.0 million for the three months ended 30 June 2016 to approximately HK\$27.6 million for the three months ended 30 June 2017, representing an increase of approximately 72.3%. The increase was not in line with the increase in revenue due to the temporary freezing of the company's bank accounts caused by the shareholders' disputes leading to our failure to fulfil our obligation to complete the outstanding works and our customer had to pay extra costs to rectify it. The relevant costs incurred were borne by the Company.

Gross Profit

The Group's gross profit amounted to approximately HK\$1.0 million and HK\$2.9 million for the three months ended 30 June 2017 and 2016 respectively, representing a decrease of approximately 64.7%.

Administrative Expenses

The Group's administrative expenses amounted to approximately HK\$5.4 million and HK\$10.6 million for the three months ended 30 June 2016 and 2017 respectively, representing an increase of approximately 85.1%. Such increase was due to the professional fee of approximately HK\$2.9 million incurred in relation to the shareholders' disputes during the year ended 31 March 2018.

Loss attributable to the owners of the Company

As a result of the aforesaid, the loss attributable to the owners of the Company was approximately HK\$9.0 million and approximately HK\$8.3 million for the three months ended 30 June 2017 and 2016 respectively.

Prospect and Outlook

The competitive strengths of the Company, such as (i) an established track record in the market with stable and long-term client relationships with the major clients that include listed property developers; (ii) strong and stable relationships with the major suppliers and subcontractors; (iii) integrated project execution for contracting services; and (iv) a strong and experienced management team with proven track record, continuously contribute to the success of the Group.

The Group will continue focusing on the opportunities in renovation works and fitting-out works in Hong Kong, especially fitting-out projects of mainland-based property developers.

In view of the expected growth of the construction industry in Hong Kong driven by the Hong Kong Government's initiatives to increase the land supply for private housing as well as commercial buildings, the Company is still confident about the prospect of the fitting-out and renovation contracting services in Hong Kong.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2017, the interests of the Directors of the Company in shares, underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**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 required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long positions in shares and underlying shares of the Company

Name	Capacity	Number of ordinary Shares held	Approximate percentage of the issued share capital of the Company as at 30 June 2017
Chan Siu Chung	Beneficial owner	76,500,000	38%

Mr. Chan held through Acropolis Limited in which Mr. Chan is the sole Director and shareholder.

Save as disclosed above, none of the Directors of the Company had any interests or short position in the shares, underlying shares or debentures of the Company or its associated corporation as at 30 June 2017.

SUBSTANTIAL SHAREHOLDERS AND OTHERS' INTERESTS IN THE SHARES OF THE COMPANY

As at 30 June 2017, so far as are known to any Directors of the Company, the following parties (other than the Directors or chief executive of the Company) had interests in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to section 336 of the SFO:

Name	Capacity	Number of ordinary Shares held	Approximate percentage of the issued share capital of the Company as at 30 June 2017
W & Q Investment Limited	Beneficial owner	73,500,000	37%
Liu Chang Kien	Interest in the controlled corporation	73,500,000	37%

Mr. Liu held through W & Q Investment Limited in which Mr. Liu is the shareholder.

Save as disclosed above, as at 30 June 2017, the Directors were not aware of any other person (other than a Director) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

Shareholders' Disputes

On 12 July 2017, a controlling shareholder of the Company, Acropolis Limited, which wholly-owned by Mr. Chan Siu Chung ("**Mr. Chan**"), filed a Petition (the "**Petition**") in the action HCCW 218/2017 against, amongst other respondents, the Company, another controlling shareholders, W&Q Investment Limited and Mr. Liu Chang Kien (the "**Action**"). Pursuant to an order (the "**Order**") of the Court of First Instance of the High Court of the Hong Kong Special Administrative Region dated 31 May 2018 under the Action, the joint and several provisional liquidators of the Company have been appointed with effect from the date of the Order.

On 27 March 2019, Acropolis Limited, Mr. Chan, W&Q Investment Limited and Mr. Liu Chang Kien (collectively referred to herein as "**the Parties**") reached a settlement agreement to the best interest of the Company. Finally, these shareholders' disputes was settled on 27 March 2019. As at 29 April 2019, the Court ordered that the Petition be dismissed by the consent of the parties as well as the joint and several provisional liquidators of the Company appointed pursuant to the Order be released.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted procedures governing Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Directors during the three months ended 30 June 2017 were Mr. Chan Siu Chung, Mr. Cheung Hiu Tung, Ms. Zhang Qi, Mr. Law Wing Kit, Mr. Lee Chi Chung, Mr. Or Chun Man, Mr. Leung Ka Kui, Johnny, Mr. Ye Wenxin, Mr. Wang Aisheng, Mr. To Man Choy, Jacky, Mr. Ko Kwok Fai, Dennis, and Ms. Tsang Kwok Shan, Sandy. The Company has made specific enquiries of which Mr. Chan Siu Chung has confirmed that he has complied with the required standards of dealings set out in the GEM Listing Rules during the three months ended 30 June 2017. Since the former Directors (Mr. Cheung Hiu Tung, Ms. Zhang Qi, Mr. Law Wing Kit, Mr. Lee Chi Chung, Mr. Or Chun Man, Mr. Leung Ka Kui, Johnny, Mr. Ye Wenxin, Mr. Wang Aisheng, Mr. To Man Choy, Jacky, Mr. Ko Kwok Fai, Dennis and Ms. Tsang Kwok Shan, Sandy) were resigned or removed before the date of this report, the current Board cannot confirm whether they had complied with the required standards of dealings set out in the GEM Listing Rules during the three months ended 30 June 2017.

MANAGEMENT CONTRACTS

No contracts, other than a contract of service with any Director or any person under the fulltime employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the three months ended 30 June 2017.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or the substantial shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interest in the business that competed or might compete or was likely to compete, either directly or indirectly, with the business of the Group during the three months ended 30 June 2017.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the three months ended 30 June 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EVENTS AFTER THE REPORTING PERIOD

Please refer to the paragraphs headed "Shareholders' Disputes" in this report in relation to the events after the reporting period.

CORPORATE GOVERNANCE PRACTICES

The corporate governance principles of the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders. By applying rigorous corporate governance practices, the Company believes that its accountability and transparency will be improved thereby instilling confidence to the shareholders of the Company and the public. Throughout the three months ended 30 June 2017, the Company has complied with the code provisions in the Corporate Governance Code ("**CG Code**") set out in Appendix 15 to the GEM Listing Rules except for the following deviations:

Provisions A.2.1, A.2.2 and A.2.3 of the CG Code

Under Provision A.2.1 of the CG Code, the role of the Chairman and the Chief Executive Officer should be performed by separate individuals. Mr. Chan Siu Chung is the Chairman who provides leadership for the Board. According to Provisions A.2.2 and A.2.3 of the CG Code, Mr. Chan Siu Chung as the Chairman ensures that all directors are properly briefed on issued arising at board meetings, and receive adequate information, both complete and reliable, in a timely manner. The executive directors of the Company collectively oversees the overall management of the Group in each of their specialized executive fields, which fulfils the function of Chief Executive Officer in substance. Therefore, the Company currently has not appointed its Chief Executive Officer to avoid the duplication of duties.

Provision A.2.7 of the CG Code

Provision A.2.7 of the CG Code requires the chairman of the Board to hold meetings at least annually with the independent non-executive Directors without the executive Directors present. During the three months ended 30 June 2017, the Chairman did not hold meeting with the independent non-executive Directors without the executive Directors present. The Chairman confirms that he will hold annual meeting with the independent non-executive Directors in the absence of the executive Director.

Provisions A.1.3 and A.7.1 of the CG Code

Provisions A.1.3 and A.7.1 of the CG Code stipulate that 14-day notice should be given for each regular board meeting and that in respect of regular meetings, and so far as practicable in all other cases, an agenda and accompanying board papers should be sent in full to all directors in a timely manner and at least 7 days before the intended date of a board or board committee meeting (or such other period as agreed). The Company agrees that sufficient time should be given to the directors in order to make a proper decision. In these respects, the Company adopts a more flexible approach (and yet sufficient time has been given) in convening board meetings to ensure efficient and prompt management decisions could be made.

Provisions E.1.2 and E.1.3 of the CG Code

Provisions E.1.2 and E.1.3 of the CG Code set out the requirements on a company in relation to effective communication with shareholders by annual general meeting. During the three months ended 30 June 2017, the Company did not hold annual general meeting. An annual general meeting of the Company for the year 2019 will be arranged in due course in accordance with relevant requirements under Provisions E.1.2 and E.1.3 of the CG Code.

AUDIT AND RISK MANAGEMENT COMMITTEE

As at the date of this report, the Audit and Risk Management Committee was chaired by Mr. Yeung Chun Yue, David, an independent non-executive Director and the other members include Ms. Lai Wing Sze and Ms. Yu Wan Ki, all being independent non-executive Directors of the Company.

The Audit and Risk Management Committee's primary duties include ensuring that the Company's financial statements, annual, interim and quarterly reports and the auditor's report present a true and balanced assessment of the Company's and the Group's financial position; reviewing the Company's and the Group's financial control, internal control and risk management systems; and reviewing the Company's financial and accounting policies and practices. Other duties of the Audit and Risk Management Committee are set out in its specific terms of reference which are posted on the websites of the Company and of the Stock Exchange. The Audit and Risk Management Committee is provided with sufficient resources enabling it to discharge its duties.

The Audit and Risk Management Committee reviewed the Group's accounting principles, practices and compliance and financial report matters including the review of the unaudited condensed consolidated financial statements for the three months ended 30 June 2017.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the shares of the Company on the Stock Exchange has been suspended at the direction of the Stock Exchange since 12 June 2017. On 22 September 2017, the Company received a letter from the Stock Exchange, in which the Stock Exchange stated the following conditions for the resumption of trading in the shares of the Company (the "**Resumption Conditions**"):

- (1) Demonstrate to have a valid board of directors in accordance with the Company's articles of association;

- (2) Address the allegation about the lack of an open market in the Company's shares required under Rule 11.23(7) of the GEM Listing Rules;
- (3) Publish all outstanding financial results as required under the GEM Listing Rules and address any audit qualifications;
- (4) Inform the market of all material information relating to the Company; and
- (5) Have the winding-up petitions against the Company withdrawn or dismissed and provisional liquidators discharged.

To the best knowledge of the Board, (i) the Company has a valid board of directors in accordance with the Company's articles of association; and (ii) the winding-up petitions against the Company was withdrawn and the provisional liquidators was discharged. Therefore, Resumption Conditions (1) and (5) have been satisfied. The Company shall take appropriate steps to fulfill the outstanding Resumption Conditions as soon as practicable and will keep its shareholders of the Company and potential investors informed of the progress as and when appropriate.

For and on behalf of
Aeso Holding Limited
Chan Siu Chung
Chairman

Hong Kong, 27 June 2019

As at the date of this report, the Board comprises Mr. Chan Siu Chung, Mr. Au Siu Kwong and Mr. Zhang Hai Wei as Executive Directors, Mr. Yeung Chun Yue, David, Ms. Lai Wing Sze and Ms. Yu Wan Ki as Independent Non-Executive Directors.