

The logo consists of the letters 'KINK' in a minimalist, geometric font. Each letter is formed by thin, dark green lines. The 'K's have a diagonal stroke that meets the vertical stem, and the 'I's are simple vertical bars.

Holdings Limited

中國卓銀國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**Stock Code: 8039**

2017

Third Quarterly  
Report

The background features abstract, flowing, wavy lines in shades of light green and yellow, creating a sense of movement and modernity. The lines are layered and semi-transparent, giving a dynamic and organic feel to the overall design.

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

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

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

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months period ended 31 December 2017 together with the comparative unaudited figures for the corresponding period in 2016.

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

*For the three months and nine months period ended 31 December 2017*

	Note	Three months ended 31 December		Nine months ended 31 December	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Revenue	4	<b>11,955</b>	8,412	<b>29,102</b>	24,283
Cost of services rendered		<b>(4,780)</b>	(3,141)	<b>(11,984)</b>	(9,610)
Gross profit		<b>7,175</b>	5,271	<b>17,118</b>	14,673
Other income	5	<b>108</b>	-	<b>268</b>	-
Administrative expenses		<b>(1,453)</b>	(712)	<b>(4,522)</b>	(2,142)
Listing expenses		-	(4,369)	-	(5,226)
Profit before taxation		<b>5,830</b>	190	<b>12,864</b>	7,305
Income tax expenses	6	<b>(1,070)</b>	(749)	<b>(2,450)</b>	(2,062)
Profit/(loss) for the period attributable to owners of the Company		<b>4,760</b>	(559)	<b>10,414</b>	5,243
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period attributable to owners of the Company		<b>4,760</b>	(559)	<b>10,414</b>	5,243
Earnings/(loss) per share					
Basic and diluted	8	<b>1.14 cents</b>	(0.18) cents	<b>2.49 cents</b>	1.81 cents

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months period ended 31 December 2017

	Attributable to owners of the Company				
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2017 (audited)	4,180	33,785	5,000	12,014	54,979
Profit and total comprehensive income for the period	-	-	-	10,414	10,414
Dividend paid	-	-	-	(12,540)	(12,540)
At 31 December 2017 (unaudited)	<b>4,180</b>	<b>33,785</b>	<b>5,000</b>	<b>9,888</b>	<b>52,853</b>

For the nine months period ended 31 December 2016

	Attributable to owners of the Company				
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2016 (audited)	-	-	5,000	4,613	9,613
Profit and total comprehensive income for the period	-	-	-	5,243	5,243
Issuance of new shares by way of placing	1,380	43,470	-	-	44,850
Share issuance expense	-	(6,885)	-	-	(6,885)
Capitalisation issue	2,800	(2,800)	-	-	-
At 31 December 2016 (unaudited)	<b>4,180</b>	<b>33,785</b>	<b>5,000</b>	<b>9,856</b>	<b>52,821</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the three months and nine months period ended 31 December 2017*

## 1. GENERAL INFORMATION

KNK Holdings Limited (the “Company”) was incorporated and registered as an exempted company with limited liability on 29 July 2015 under the Companies Law of the Cayman Islands and acts as an investment holding company. Its shares were listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 December 2016. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Unit E, 33/F, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company and its subsidiaries (together the “Group”) are principally engaged in the provision of comprehensive architectural and structural engineering consultancy service.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The Group’s unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKAS”) 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 Ordinances. The unaudited condensed consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The unaudited condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the 2017 annual financial statements except for the adoption of the standards, amendments and interpretation issued by the HKICPA mandatory for the annual periods beginning on 1 April 2017. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited condensed consolidated financial statements.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

The unaudited condensed consolidated financial statements for the three months and nine months period ended 31 December 2017 comprises the Company and its subsidiaries.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), rounded to the nearest thousand except for otherwise indicated. The Company’s functional and the Group’s presentation currency are both HK\$.

The measurement basis used in the preparation of the unaudited condensed consolidated financial statements is the historical cost basis.

The preparation of unaudited condensed consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

## 3. SEGMENT REPORTING

The Group manages its operation by business lines in a manner consistent with the way in which information is reported internally to the Group’s most senior executive management, being the chief operating decision maker, for the purposes of resource allocation and performance assessment. The management reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

### **Information about geographical areas**

All of the activities of the Group are carried out in Hong Kong and all of the Group’s revenue for the three months and nine months period ended 31 December 2017 and 2016 are derived from Hong Kong. Accordingly, no analysis of geographical information is presented.

#### 4. REVENUE

Revenue represents the contract revenue from provision of comprehensive architectural and structural engineering consultancy service, including licensing consultancy, alternation and addition works and minor works consultancy, inspection and certification and other architectural related consultancy.

#### 5. OTHER INCOME

	For the three months ended 31 December		For the nine months ended 31 December	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Bank interest income	35	–	35	–
Sundry income	73	–	233	–
	<b>108</b>	<b>–</b>	<b>268</b>	<b>–</b>

#### 6. INCOME TAX EXPENSES

	For the three months ended 31 December		For the nine months ended 31 December	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Current tax – Hong Kong Profits Tax				
Provision for the period	1,070	749	2,450	2,062

The provision for Hong Kong Profits tax for 2017 is calculated at 16.5% (2016: 16.5%) of estimated assessable profits for the period.

#### 7. DIVIDENDS

The directors of the Company do not recommend the payment of an interim dividend for the nine months ended 31 December 2017 (2016: Nil).

## 8. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share attributable to owners of the Company is based on the following data:

For the three months ended 31 December		For the nine months ended 31 December	
2017	2016	2017	2016
HK\$'000	HK\$'000	HK\$'000	HK\$'000
(unaudited)	(unaudited)	(unaudited)	(unaudited)

### Earnings/(loss):

Earnings/(loss) for the purposes  
of basic and diluted earnings  
per share:  
Profit/(loss) for the period  
attributable to owners  
of the Company

4,760	(559)	10,414	5,243
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### Number of shares:

Weighted average number  
of ordinary shares for the purpose  
of basic and diluted earnings  
per share

418,000,000	310,000,000	418,000,000	290,036,364
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The calculation of the weighted average number of shares outstanding during the three months and nine months ended 31 December 2016 has been adjusted for the effect of the placing of 138,000,000 new shares on 12 December 2016.

The calculation of the weighted average number of outstanding during the three months and nine months ended 31 December 2016 has been adjusted to 280,000,000 ordinary shares of the Company in issue on the assumption that the capitalisation issue has been effective on 1 April 2016.

No diluted earnings per share is presented for the nine months ended 31 December 2017 and 2016 as there were no potential ordinary shares outstanding during the period.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of comprehensive architectural and structural engineering consultancy service. During the nine months ended 31 December 2017, the Group was focusing on developing business opportunities from existing customers as well as referrals from them; at the same time, the Group is looking for increasing the types of architectural-related services to be provided to various customers.

The Company's shares were successfully listed on GEM on 12 December 2016. The proceeds raised have strengthened the cash position of the Group and allowed the Group to expand from different aspects. After having evaluated the Group's business objectives as stated in the prospectus of the Company dated 30 November 2016 (the "Prospectus"), the Group and the Directors considered that no modification of the business objectives or the business plans as stated in the Prospectus was required.

Going forward, while actively exploring new businesses opportunities, as mentioned above, the Group also plans to extend its business reach and expand service coverage to lay a foundation for our long-term development. These strategic directions aim to capture new business opportunities in the market and contribute satisfactory long-term returns to our shareholders. And such achievements depend on whether we can attract competent professionals to join the Group.

### FINANCIAL REVIEW

#### Revenue

The Group's revenue is generated from the contract revenue from provision for comprehensive architectural and structural engineering consultancy service, including licensing consultancy, alternation and addition works and minor works consultancy, inspection and certification and other architectural related consultancy.

The total revenue for the nine months ended 31 December 2017 was approximately HK\$29.1 million (2016: HK\$24.3 million) which represents a HK\$4.8 million or 19.8% increase compared to the corresponding period in 2016. Such increase was mainly attributable to the increase in the number of projects with revenue recognition in 2017 and the increase in the average revenue contributed per project.

The gross profit margin was lowered from approximately 60.4% in the nine months ended 31 December 2016 to approximately 58.8% in the nine months ended 31 December 2017.

The change was relatively a small decrease.

### **Administrative Expenses**

The total administrative expenses for the nine months ended 31 December 2017 was approximately HK\$4.5 million (2016: HK\$2.1 million) and represented an increase of approximately HK\$2.4 million or 1.1 times compared with 2016. Such increase was mainly due to the increase in legal and professional expenses and compliance fees of HK\$1.5 million incurred as a listed company as well as directors' remuneration of HK\$0.7 million which the directors' appointments were effective upon listing.

### **Income tax expenses**

The income tax expense for the nine months ended 31 December 2017 was approximately HK\$2.5 million (2016: HK\$2.1 million) and such increase was consistent with the increase in profits assessable under Hong Kong Profits tax.

### **Profit for the period**

The Group recorded a net profit attributable to owners of the Company of approximately HK\$10.4 million for the nine months ended 31 December 2017 (2016: HK\$5.2 million). Such change was mainly due to the decrease of listing expenses of HK\$5.2 million.

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

During the nine months ended 31 December 2017, the Group financed its operations by cash flow from operating activities. As at 31 December 2017, the Group had net current assets of approximately HK\$51.4 million (2016: HK\$52.8 million), including cash of approximately HK\$45.3 million (2016: HK\$46.8 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 13.9 times as at 31 December 2017 (2016: 14.2 times). The decrease in the current ratio was mainly due to the decrease in cash balance since the Group declared and paid dividend in the fourth quarter of 2017.

The capital of the Group comprises only ordinary shares. Total equity attributable to owners of the Company amounted to approximately HK\$52.9 million as at 31 December 2017 (2016: HK\$52.8 million).

## **EMPLOYEE INFORMATION**

Total staff and directors' remuneration for the nine months ended 31 December 2017 was approximately HK\$8.4 million (2016: HK\$7.4 million). Such increase was mainly due to the director remuneration of HK\$0.7 million which the directors' appointments were effective upon listing. The Group's remuneration policies are formulated on the basis of performance, qualifications and experience of individual employee and make reference to the prevailing market conditions. Our remuneration packages comprise monthly fixed salaries and discretionary year-end bonuses based on individual performance, which are paid to employees as recognition of, and reward for, their contributions.

## **CHARGES ON THE GROUP'S ASSETS**

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 December 2017 (2016: Nil).

## **FOREIGN EXCHANGE EXPOSURE**

The revenue and business costs of the Group were principally denominated in Hong Kong dollars, and as such the exposure to the risk of foreign exchange rate fluctuations for the Group was minimal. Hence, no financial instrument for hedging was employed.

## **CONTINGENT LIABILITIES**

No material contingent liability had come to the attention of the Directors in the nine months ended 31 December 2017 and up to the date of results announcement and quarterly report issuance of the Company.

## **EVENT AFTER THE REPORTING PERIOD**

Up to the date of results announcement and quarterly report issuance of the Company, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the period ended 31 December 2017.

## **USE OF PROCEEDS**

Among the net proceeds of approximately HK\$25.1 million from the placing transaction conducted in 12 December 2016, up to the latest practicable date for the purpose of this report, HK\$2.5 million has been used as general working capital of the Group as mentioned in the 2017 interim report. Also approximately HK\$0.7 million was used as salaries to newly recruited staff after listing to support the expansion of business. And approximately HK\$0.1 million was used to purchase new computer equipment and software. The remaining balance of HK\$21.8 million was kept in the Company's bank account. The Directors do not intend to change the intended usage of the proceeds as disclosed in the Prospectus.

## OTHER INFORMATION

### DISCLOSURE OF INFORMATION ON DIRECTORS PURSUANT TO RULE 17.50A(1) OF THE GEM LISTING RULES

The updated information on Directors discloseable under rule 17.50A(1) of the GEM Listing Rules is as follows:

- With effect from 1 December 2017, Mr. Cheung Hoi Chung (“Mr. Cheung”) has been appointed as an executive Director of the Company;
- With effect from 17 January 2018, Mr. Sun Xiao Li (孫曉立) (“Mr. Sun”) has been appointed as an executive Director of the Company.

### 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 ASSOCIATED CORPORATION

As at 31 December 2017, the interests and short positions of the Directors and chief executives of the Company (the “Chief Executives”) in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer set out in rules 5.46 of the GEM Listing Rules (the “Required Standard of Dealings”) were as follows:

#### *Long position in Shares and underlying shares*

Name of Directors	Capacity/ Nature of interests	Number of shares held (Note 3)	Approximate percentage of issued share capital (Note 2)
Mr. Poon Kai Kit Joe (Note 1)	Interest of a controlled corporation	196,000,000 (L)	46.89%
Ms. Chan Ka Yee (Note 1)	Interest of a controlled corporation	196,000,000 (L)	46.89%

**Long position in ordinary shares of Energetic Way Limited (“Energetic Way”)**  
(Note 4)

<b>Name of Directors</b>	<b>Capacity/ Nature of interests</b>	<b>Number of shares held</b> <i>(Note 3)</i>	<b>Approximate percentage of issued share capital</b>
Mr. Poon Kai Kit Joe <i>(Note 1)</i>	Beneficial Interest/ Interest of Spouse	2 (L) <i>(Note 4)</i>	100%
Ms. Chan Ka Yee <i>(Note 1)</i>	Beneficial Interest/ Interest of Spouse	2 (L) <i>(Note 4)</i>	100%

*Notes:*

1. 196,000,000 shares were registered in the name of Energetic Way Limited, which was owned as to 50% by Mr. Poon Kai Kit Joe (“Mr. Poon”) and 50% by Ms. Chan Ka Yee (“Ms. Chan”), spouse of Mr. Poon. Under the SFO, Mr. Poon and Ms. Chan were deemed to be interested in the shares held by Energetic Way Limited by virtue of Energetic Way Limited being controlled by Mr. Poon and Ms. Chan.
2. The percentage is calculated on the basis of 418,000,000 shares of the Company in issue as at 31 December 2017.
3. The letter “L” denotes the entity’s/person’s long position in the shares.
4. Each of Mr. Poon and Ms. Chan was beneficially interested in 1 ordinary share of Energetic Way and each of Mr. Poon and Ms. Chan, being spouse of each other, was also deemed to be interested in the 1 ordinary share held by Ms. Chan and Mr. Poon respectively.

Save as disclosed above, as at 31 December 2017, none of the Directors or the Chief Executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2017, based on so far as known to the Directors and the Chief Executives and the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

<b>Name</b>	<b>Capacity/ Nature of interests</b>	<b>Number of shares held (Note 2)</b>	<b>Approximate percentage of issued share capital (Note 3)</b>
Energetic Way Limited (Note 1)	Beneficial interest	196,000,000 (L)	46.89%
Ke Yuexian	Beneficial interest	83,624,000 (L)	20.01%
Cheung Tuen Ting	Beneficial interest/ Interest of Spouse	24,000,000 (L) (Note 4)	5.74%
Wang Chang Yu Judy	Beneficial interest/ Interest of Spouse	24,000,000 (L) (Note 4)	5.74%

*Notes:*

- 196,000,000 shares were registered and owned by Energetic Way Limited, of which 50% of the issued share capital was legally and beneficially owned by Mr. Poon and 50% by Ms. Chan, spouse of Mr. Poon. Therefore, Mr. Poon and Ms. Chan were deemed to be interested in the shares held by Energetic Way Limited by virtue of Energetic Way Limited being controlled by Mr. Poon and Ms. Chan.
- The letter "L" denotes the person's/entity's long position in the shares.
- The percentage is calculated on the basis of 418,000,000 shares of the Company in issue as at 31 December 2017.
- Mr. Cheung Tuen Ting ("Mr. Cheung") and Ms. Wang Chang Yu Judy ("Ms. Wang") directly held 14,000,000 and 10,000,000 shares in the Company respectively. In light of the spousal relationship between Mr. Cheung and Ms. Wang, both of them are deemed interested in the shares of the Company directly held by each other.

Save as disclosed above, as at 31 December 2017, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

### **OTHER INTERESTS DISCLOSEABLE**

Save as disclosed above, so far as is known to the Directors, there was no other person who had interest or short position in the Shares and underlying Shares that is discloseable under Chapter 18 of the GEM Listing Rules.

### **SHARE OPTION SCHEME**

The share option scheme enables the Company to grant options to any Employee, adviser, consultant, agent, contractors, client, supplier, customer and/or such other person, who in the sole discretion of the Board has contributed or may contribute to our Group (the “Eligible Participant”). The Company conditionally adopted a share option scheme (the “Scheme”) on 21 November 2016 whereby the Board are authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company to the Eligible Participant. The Scheme will be valid and effective for a period of ten years commencing from the date of adoption of the Scheme. Terms used below shall have the same meaning as those defined in the section “D. Share Option Scheme” in Appendix IV to the Prospectus.

An offer of the grant of option(s) shall be made to an Eligible Participant by letter in such form as the Board may from time to time determine requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Scheme and shall remain open for acceptance by the Eligible Participant concerned until 5:00 p.m. on the 20th business days following the Offer Date provided that no such offer shall be open for acceptance after the Scheme Period or after the Scheme has been terminated.

An Option shall be deemed to have been granted and accepted when the duplicate of the offer letter as referred to above comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of our Company of HK\$1.00 or any other amount as determined by the Board by way of consideration for the grant thereof is received by our Company within the period open for acceptance referred to above. Such remittance shall in no circumstances be refundable.

The subscription price for the shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of the grant of option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of offer of the grant of option; and (iii) the nominal value of a share.

As at the date of this report, the maximum number of shares available for issue under the Scheme is 41,800,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of adoption of the Scheme.

The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time of refreshment. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Participant (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option scheme of the Company in any 12-month period up to and including the date of offer of the grant of option shall not exceed 1% of the total number of shares in issue for the time being. Any further grant of options in excess of this limit is subject to shareholder's approval in general meeting.

As at the date of this report and since the adoption of the Scheme, no share option has been granted by the Company.

## **RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the paragraphs headed "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 ASSOCIATED CORPORATION" and "SHARE OPTION SCHEME" in this report, at no time during the nine months ended 31 December 2017 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, at no time during the nine months ended 31 December 2017 had the Directors and the Chief Executives (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for the Shares (or warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO).

## **COMPETING INTERESTS**

As at 31 December 2017, none of the Directors, the substantial Shareholders and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

## **COMPLIANCE ADVISER'S INTERESTS**

As at 31 December 2017, neither Ample Capital Limited, the compliance adviser of the Company, nor any of its directors, employees or associates had any interests in the securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities) pursuant to rule 6A.32 of GEM Listing Rules.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. The Company had made specific enquiries of all the Directors and the Directors have confirmed they had complied with the Required Standard of Dealings throughout the nine months ended 31 December 2017.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

During the nine months ended 31 December 2017, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the Shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the "CG Code").

Throughout the nine months ended 31 December 2017, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code, save for the deviation from the code provisions A.2.1 as explained below:

Pursuant to A.2.1 of the CG Code, the roles of Chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and chief executive should be clearly established and set out in writing.

Mr. Poon Kai Kit Joe is the Chairman of the Board and is responsible for formulation of corporate strategy, overseeing the management of the Group and business development. The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the Directors to make active contributions to the Board's affairs and promoting a culture of openness and debate.

The Company has no such position as the chief executive and therefore the daily operation and management of the Company is monitored by the executive Directors as well as the senior management.

The Board is of the view that although there is no chief executive, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Company and the Group.

## AUDIT COMMITTEE

The Audit Committee has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Sung Hak Keung Andy. The other members are Mr. Kong Kam Wang and Mr. Wong Kai Tat. The primary duty of the Audit Committee is to review and supervise the Company's financial reporting process, the internal control and risk management systems of the Group and the monitoring of continuing connected transactions. All members of the Audit Committee are appointed by the Board.

The Audit Committee had reviewed the unaudited consolidated results of the Group for the nine months ended 31 December 2017 and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board  
**KNK Holdings Limited**  
**Poon Kai Kit Joe**  
*Chairman*

Hong Kong, 9 February 2018

*As at the date of this report, the executive Directors are Mr. Poon Kai Kit Joe, Ms. Chan Ka Yee, Mr. Fok Yat Cheong, Mr. Cheung Hoi Chung and Mr. Sun Xiao Li; and the independent non-executive Directors are Mr. Kong Kam Wang, Mr. Sung Hak Keung Andy and Mr. Wong Kai Tat.*