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C&N Holdings Limited

春能控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8430)

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 Main Board. 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 C&N 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 of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

The original announcement is prepared in the English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.

* *For identification purposes only*

HIGHLIGHTS

- The Group's revenue amounted to approximately S\$19,465,000 for the nine months ended 30 September 2020, representing a decrease of approximately S\$2,549,000 or 11.6% as compared to the nine months ended 30 September 2019.
- The loss attributable to the owners of the Company was approximately S\$761,000 for the nine months ended 30 September 2020 as compared to a loss of approximately S\$589,000 for the nine months ended 30 September 2019. The difference of approximately S\$172,000 is mainly attributable to a decrease in gross profit margins, offset by government grants received.
- The Board does not recommend the payment of any dividend for the nine months ended 30 September 2020.

UNAUDITED THIRD QUARTERLY RESULTS

The Board of Directors (the "Board") of the Company 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 ended 30 September 2020, together with the unaudited comparative figures for the corresponding period in 2019, as follows:

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

For the three months and nine months ended 30 September 2020

	Nine months ended		Three months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	19,465,244	22,014,121	6,385,840	7,370,099
Cost of sales	(18,271,130)	(19,344,809)	(5,995,207)	(6,499,321)
Gross profit	1,194,114	2,669,312	390,633	870,778
Other income	1,220,002	152,163	440,524	74,174
Administrative expenses	(3,093,488)	(3,321,912)	(979,057)	(1,006,850)
Finance costs	(41,965)	(78,636)	(14,121)	(21,932)
Loss before tax	(721,337)	(579,073)	(162,021)	(83,830)
Income tax expense	(39,618)	(9,951)	(19,778)	(14,453)
Loss for the period and total comprehensive loss for the period	<u>(760,955)</u>	<u>(589,024)</u>	<u>(181,799)</u>	<u>(98,283)</u>
Basis and diluted loss per share	<u>(0.0012)</u>	<u>(0.0009)</u>	<u>(0.0003)</u>	<u>(0.0002)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	Share capital S\$	Share premium S\$	Retained earnings S\$	Total equity S\$
At 1 January 2019 (audited)	1,106,317	19,773,348	738,948	21,618,613
Loss for the period and total comprehensive income for the period	<u>—</u>	<u>—</u>	<u>(589,024)</u>	<u>(589,024)</u>
At 30 September 2019 (unaudited)	<u>1,106,317</u>	<u>19,773,348</u>	<u>149,924</u>	<u>21,029,589</u>
At 1 January 2020 (audited)	1,106,317	19,773,348	(241,207)	20,638,458
Loss for the period and total comprehensive income for the period	<u>—</u>	<u>—</u>	<u>(760,955)</u>	<u>(760,955)</u>
At 30 September 2020 (unaudited)	<u>1,106,317</u>	<u>19,773,348</u>	<u>(1,002,162)</u>	<u>19,877,503</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION AND GROUP REORGANISATION

The Company is an exempted company with limited liability incorporated in the Cayman Islands. The Company's registered office address is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is 19th Floor, Prosperity Tower, 39 Queen's Road Central, Central, Hong Kong. The head office and principal place of business of the Group is at 3 Soon Lee Street, #06-03, Pioneer Junction, Singapore 627606.

The Group is principally engaged in offering various transport and storage services to the logistics industry in Singapore, primarily trucking and hubbing services.

These quarterly unaudited condensed consolidated financial statements have been prepared under the historical cost convention and are presented in Singapore Dollar ("S\$"), which is also the functional currency of the Company.

These quarterly unaudited condensed financial statements were approved by the Board of Directors of the Company on 10 November 2020.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These condensed consolidated financial statements should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements, except for the adoption of the new and revised accounting standards which are relevant to the Group's operations and are effective for the Group's financial year beginning on 1 January 2020.

3. REVENUE AND SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has two reportable segments as follows:

- (a) The trucking segment refers to the provision of cargo transportation and other related services. The Group offers cargo transportation services, primarily of containers, from the customers designated pick up points to their designated delivery points within Singapore.
- (b) The hubbing segment refers to the offering of the Group's container storage facility at its logistic yard to its customers.

Revenue represents the value of services rendered, net of goods and services tax ("GST"), during the year.

An analysis of revenue is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue from contracts with customers	<u>6,385,840</u>	<u>7,370,099</u>	<u>19,465,244</u>	<u>22,014,121</u>

Revenue from contracts with customers

(i) Disaggregated revenue information

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Type of goods or services				
Trucking services	<u>5,258,110</u>	<u>6,440,477</u>	<u>15,933,086</u>	<u>18,854,511</u>
Hubbing services	<u>1,127,730</u>	<u>929,622</u>	<u>3,532,158</u>	<u>3,159,610</u>
	<u>6,385,840</u>	<u>7,370,099</u>	<u>19,465,244</u>	<u>22,014,121</u>
Timing of revenue recognition				
Services transferred at a point in time	<u>5,258,110</u>	<u>6,440,477</u>	<u>15,933,086</u>	<u>18,854,511</u>
Services transferred over time	<u>1,127,730</u>	<u>929,622</u>	<u>3,532,158</u>	<u>3,159,610</u>
	<u>6,385,840</u>	<u>7,370,099</u>	<u>19,465,244</u>	<u>22,014,121</u>

Geographical markets

All of the Group's revenue were generated in Singapore.

(ii) *Performance obligations*

Information about the Group's performance obligations is summarised below:

Trucking income

The performance obligation is satisfied at a point in time upon delivery of customer goods to the designated location.

Hubbing income

The performance obligation is satisfied over the respective storage periods on a straight-line basis.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 September 2020 and 2019 are approximately S\$124,000 and S\$238,000 respectively, which are expected to be recognised in less than one year.

4. OTHER INCOME

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Gain on disposal of property, plant and equipment	—	5,298	—	24,756
Foreign exchange (loss)/gain	(102,170)	36,882	79,731	36,882
Government incentives	542,694	31,994	1,140,271	90,525
	<u>440,524</u>	<u>74,174</u>	<u>1,220,002</u>	<u>152,163</u>

There were no unfulfilled conditions or contingencies relating to the incentives from the Singapore Government.

5. FINANCE COSTS

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interest on bank and other loans	5,505	3,144	14,342	9,243
Interest on lease liabilities	8,616	18,788	27,623	69,393
	<u>14,121</u>	<u>21,932</u>	<u>41,965</u>	<u>78,636</u>

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Depreciation of property, plant and equipment	411,888	567,396	1,241,777	1,661,055
Amortisation of intangible assets	19,923	—	59,767	—
Depreciation of right-of-use assets	224,278	78,750	670,735	236,250
Employee benefits (excluding directors' remuneration)				
— Salaries and wages	1,799,636	2,164,545	5,762,120	6,734,765
— CPF contribution	150,142	181,539	479,407	530,822
	<u>1,949,778</u>	<u>2,346,084</u>	<u>6,241,527</u>	<u>7,265,587</u>
Lease payments not included in the measurement of lease liabilities	207,732	280,496	696,909	941,957
Foreign exchange loss/(gain)	<u>(102,170)</u>	<u>36,882</u>	<u>79,731</u>	<u>36,882</u>

7. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax				
— Singapore Corporate Income Tax ("CIT")	19,778	20,000	39,618	20,000
— Over-provision in prior years	—	(5,547)	—	(10,049)
	<u>19,778</u>	<u>14,453</u>	<u>39,618</u>	<u>9,951</u>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

No Hong Kong profits tax has been provided since no assessable profit arose in Hong Kong during the financial periods.

Singapore corporate income tax has been provided at the rate of 17% (2019: 17%) on the chargeable income arising in Singapore during the period. Income tax expense of the Group relates wholly to the profits of its two operating subsidiaries.

8. LOSS PER SHARE

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Loss attributable to the owners of the Company	<u>(181,799)</u>	<u>(98,283)</u>	<u>(760,955)</u>	<u>(589,024)</u>
Number of ordinary shares in issue	<u>640,000,000</u>	<u>640,000,000</u>	<u>640,000,000</u>	<u>640,000,000</u>
Basic and diluted loss per share	<u><u>(0.0003)</u></u>	<u><u>(0.0002)</u></u>	<u><u>(0.0012)</u></u>	<u><u>(0.0009)</u></u>

The calculation of the basic loss per share is based on the loss for the period attributable to owners of the Company and the weighted average number of ordinary shares of 640,000,000 (2019: 640,000,000) in issue during the period.

No adjustment has been made to the basic loss per share presented as the Group had no potentially dilutive ordinary shares in issue during those periods.

9. SHARE CAPITAL

	Number of ordinary shares	Nominal value of ordinary shares	Share capital
	(Unaudited)	(Unaudited)	(equivalent to S\$)
	(Unaudited)	(Unaudited)	(Unaudited)
Ordinary share of HK\$0.01 each			
Authorised			
At 1 January 2019, 31 December 2019 and 30 September 2020	<u>5,000,000,000</u>	<u>50,000,000</u>	
Issued and fully paid			
At 1 January 2019, 31 December 2019 and 30 September 2020	<u>640,000,000</u>	<u>6,400,000</u>	<u>1,106,317</u>

10. DIVIDEND

The Directors do not recommend the payment of dividend for the nine months ended 30 September 2020 (nine months ended 30 September 2019: nil).

11. RELATED PARTY DISCLOSURES

Compensation of key management personnel

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Remuneration paid to key management personnel (including directors' remuneration)	<u>207,823</u>	<u>321,471</u>	<u>673,410</u>	<u>916,899</u>

The remuneration of the key management personnel of the Group is determined by having regard to the performance of individuals of the Group and market trends.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a provider of transport and storage services to the logistics industry in Singapore, offering trucking and hubbing services to customers. Trucking services refer to the delivery of cargo, primarily containers, from the customers' designated pick up point to their designated delivery point. Hubbing services refer to the handling and storage of laden and empty containers at the Group's logistics yard or other locations designated by the customers.

Led by our experienced management team, we have developed a reputation as a reliable transport and hubbing services provider equipped with a large vehicle fleet that is capable of handling large volumes of customer orders.

In the first three quarters of 2020, the overall operating environment remained challenging for the Group. Based on advance estimates released by the Ministry of Trade and Industry, the Singapore economy shrank by 7 per cent on a year-on-year basis in the third quarter of 2020. In addition, government control measures were implemented to slow the spread of COVID-19, which included the suspension of non-essential services and closure of most workplace premises for a few months. Weak external demand continues to dominate a global economic downturn precipitated by the COVID-19 pandemic. This has greatly impacted the demand for our services. Our customers are mainly logistics service providers along the supply chain in Singapore. The cargo that we transport for our customers include various types of plastic resin, scrap steel, paper products and others. These cargoes are mainly for import/export business, hence any uncertainty in the global trade economy will directly impact our customers, and hence the Group.

FINANCIAL REVIEW

Revenue

The Group's revenue comprised of revenue from provision of transport and hubbing services to the logistics industry in Singapore. For the nine months ended 30 September 2020, the revenue of the Group decreased by approximately S\$2,549,000 or approximately 11.6% to approximately S\$19,465,000 compared to the nine months ended 30 September 2019. The decrease was mainly attributable to the declining global trade economy with the emergence of COVID-19, which greatly decreased trading volume and closure of ports around the world. The following table sets forth the revenue of the Group by revenue type for the periods indicated:

	Nine months ended 30 September 2020		Nine months ended 30 September 2019	
	<i>S\$'000</i>	<i>%</i>	<i>S\$'000</i>	<i>%</i>
Trucking services	15,933	81.9	18,855	85.7
Hubbing services	3,532	18.1	3,159	14.3
	<u>19,465</u>	<u>100.0</u>	<u>22,014</u>	<u>100.0</u>

Revenue from trucking services

Revenue from trucking services decreased by approximately S\$2,922,000 to S\$15,933,000 for the nine months ended 30 September 2020, representing approximately 15.5% decrease. The decrease was mainly due to the general decrease in volume from our customers with the unfavourable trade economy outlook and port closures in some countries.

Revenue from hubbing services

Revenue from hubbing services increased by approximately S\$373,000 to approximately S\$3,532,000. It is common for customers to request for us to truck the containers, and also provide storage space for these containers while waiting for vessels to arrive at port before we can truck the containers for export. Customers that require hubbing services are generally those whom have large volume in the import and export of goods, who are mainly freight forwarders and global logistics companies.

However, the increase in revenue from hubbing services will not be proportionate to the trend in revenue from trucking services due to the following reasons: (i) different customers and different job orders may have different service requirement, such as different sizes of containers and number of storage days, hence revenue earned will differ; and (ii) not all our customers require hubbing services.

For the nine months ended 30 September 2020, with the uncertainty in the global trade economy, there were numerous instances whereby our customers' vessels were delayed, or closure of destination ports that prevented timely shipping. These resulted in our customers hubbing their cargoes with us for extended periods of time, and hence the increase in revenue from hubbing services despite a decrease in revenue from trucking services.

Gross profit

The overall gross profit decreased from approximately S\$2,669,000 for the nine months ended 30 September 2019 to approximately S\$1,194,000 for the nine months ended 30 September 2020, mainly due to a decrease in revenue. The overall gross profit margin decreased from approximately 12.1% for the nine months ended 30 September 2019 to approximately 6.1% for the nine months ended 30 September 2020. The table below sets forth a breakdown of gross profit and gross profit margin by revenue type for the periods indicated:

	Nine months ended 30 September 2020		Nine months ended 30 September 2019	
	<i>S\$'000</i>	<i>Gross profit margin %</i>	<i>S\$'000</i>	<i>Gross profit margin %</i>
Trucking services	(276)	-1.7%	1,978	10.5%
Hubbing services	<u>1,470</u>	<u>41.6%</u>	<u>691</u>	<u>21.9%</u>
	<u><u>1,194</u></u>	<u><u>6.1%</u></u>	<u><u>2,669</u></u>	<u><u>12.1%</u></u>

Gross profit from trucking services

The gross profit margin for trucking services decreased from a gross profit margin of approximately 10.5% for the nine months ended 30 September 2019 to a gross loss margin of approximately -1.7% for the nine months ended 30 September 2020 mainly due to the decrease in trade volume. More than 35% of the costs for trucking services pertained to fixed costs like wages and depreciation. With the approximate decrease of 15.5% in revenue from trucking services, revenue was insufficient to cover trucking costs, resulting in a gross loss margin of approximately -1.7% for the nine months ended 30 September 2020.

Gross profit from hubbing services

The gross profit margin for hubbing services increased from 21.9% for the nine months ended 30 September 2019 to approximately 41.6% for the nine months ended 30 September 2020 mainly due to a) an increase in revenue, and b) incurrence of non-recurring operating costs for maintenance works performed on the yards in 2019 which were not incurred in 2020.

Other income

Other income increased by approximately S\$1,068,000 from approximately S\$152,000 for the nine months ended 30 September 2019 to approximately S\$1,220,000 for the nine months ended 30 September 2020. The increase was mainly attributed to the receipt of government grants mainly from the Jobs Support Scheme and Foreign Worker Level Rebate in 2020 to help Singapore businesses during the Covid-19 period.

Administrative expenses

Administrative expenses decreased by approximately S\$228,000 or 6.92% from approximately S\$3,322,000 for the nine months ended 30 September 2019 to approximately S\$3,093,000 for the nine months ended 30 September 2020. The decrease is mainly due to lesser office activity with the implementation of government control measures in Singapore.

Income tax expense

The Group's income tax expense increased by S\$30,000 from approximately S\$10,000 to approximately S\$40,000 for the nine months ended 30 September 2020. The increase was mainly due to taxable income for a Singapore subsidiary.

Loss for the period

Due to the combined effect of the aforesaid factors, we recorded an unaudited loss of approximately S\$761,000 for the nine months ended 30 September 2020, compared to the unaudited loss of approximately S\$589,000 for the nine months ended 30 September 2019.

Contingent liabilities

Performance guarantees were given by financial institutions and insurance companies on behalf of the Group to certain suppliers. The Group in turn, provides a counter indemnity to the financial institutions and insurance companies. The aggregate amount of the performance guarantees given by the financial institutions and insurance companies was S\$660,000 as at 30 September 2020.

Capital commitments

As at 30 September 2020, the Group has no capital commitment.

Prospects

The Group continues to strive towards providing customers with timely delivery and storage of their containers, enhancing overall competitiveness and market share in Singapore. In the first nine months of 2020, the Group continues to see increasing challenge with the unprecedented impact of COVID-19 on the global economic outlook, which also impacted the general economic and market conditions in Singapore and the industry in which we operate. This has affected the business operations to a large extent.

The last quarter of 2020 continues to be confronted by the impact of the COVID-19 pandemic. Management is continuously monitoring the situation and in constant discussion with our customers to understand their changing business needs.

The future plans of the Group are detailed in the section headed “Future Plans and Use of Proceeds” in the Prospectus. As disclosed in the Prospectus, the Company expects to: (a) maintain growth in the industry and enhance overall competitiveness and market share in Singapore; (b) increase service capacity through the acquisition of new vehicles; (c) enhance and expand the Group’s workforce to keep up with the Group’s business expansion; (d) purchase a new office to incorporate an increase in workforce; and (e) enhance the Group’s information technology system. With the uncertainty in the global trade economy, the Group is cautious with its expansion plans.

Employee Information

As at 30 September 2020, the Group had an aggregate of 165 employees.

The employees of the Group are remunerated according to their job scope and responsibilities. The local employees are also entitled to discretionary bonus depending on their respective performance. The foreign workers are employed on one or two year contractual basis and are remunerated according to their work skills.

Total staff costs, including Directors’ emoluments, amounted to approximately S\$7,052,000 for the nine months ended 30 September 2020 (nine months ended 30 September 2019: approximately S\$8,204,000).

OTHER INFORMATION

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

As at 30 September 2020, the interests and short positions of directors in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) held by the Directors and chief executives of the Company (the "Chief Executives") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

DIRECTORS' INTEREST IN THE SHARES OF THE COMPANY

Name of Director	Number of shares/ Position	Percentage of shareholding	Capacity
Mr. Chua Kang Lim ("Mr. Chua")	325,000,000 (Note) Long position	50.78%	Interest of controlled company

Note: These shares are held by Ventris Global Limited ("Ventris"). The entire issued share capital of Ventris is legally and beneficially owned by Mr. Chua. Mr. Chua is deemed to be interested in the shares of the Company in which Ventris is interested under Part XV of the SFO.

DIRECTORS' INTEREST IN THE SHARES OF VENTRIS, AN ASSOCIATED CORPORATION OF THE COMPANY

Director	Capacity/Nature of interest	Number of shares in Ventris	Percentage of shareholding in Ventris
Mr. Chua	Beneficial owner	1 Long position	100%

Save as disclosed above, as at 30 September 2020, none of the Directors or the Chief Executive of the Company had any interests or short positions in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

So far as the Directors and the Chief Executive are aware, as at 30 September 2020, other than the Directors and Chief Executive, the following person had or were deemed or taken to have an interest and/or short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or which would be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

Shareholder	Number of shares/ Position	Percentage of shareholding	Capacity
1. Ventris Global Limited	325,000,000	50.78%	Beneficial owner
2. Dai Wangfei	79,000,000	12.34%	Beneficial owner

Save as disclosed above, as at 30 September 2020, the Directors and the Chief Executive of the Company are not aware of any other person who had an interest or short position in the shares or underlying shares which would require to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the period under review, none of the Directors or the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) of the Company had any interests in any businesses which competed or is likely to compete either directly or indirectly with the business of the Group.

SHARE OPTION SCHEME

On 25 September 2017, the then sole shareholder of the Company approved and adopted a share option scheme (the “Share Option Scheme”) by way of written resolution passed on 25 September 2017 to enable the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group. No option has been granted since its effective date and up to the date of this announcement.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures during the period.

PLEDGE OF ASSET

The Group’s buildings with an aggregate carrying amount of approximately S\$910,000 were mortgaged to secure the Group’s bank loans as at 30 September 2020.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the period.

EVENTS AFTER THE REPORTING DATE

The outbreak of novel coronavirus (COVID-19) continues to impact on the business operations of the Group, since it is a logistics company that is largely dependent on the global trade economy. At this point in time, management cannot determine the duration of the COVID-19 and therefore are not yet able to quantify the full financial impact. However, management will continue to closely monitor the evolving COVID-19 situation and assess the ongoing development and respond accordingly.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors 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. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the nine months ended 30 September 2020.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. During the nine months ended 30 September 2020, the Company had complied with all the code provisions set out in the CG Code with the exception of the following deviation:

Code Provision A.2.1

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Chua is acting as the chairman and the chief executive officer. In view of Mr. Chua being the founder of our Group, and his responsibilities in corporate strategic planning and overall business development, the Board believes that it is in the interests of both our Group and our shareholders to have Mr. Chua taking up both roles for effective management and business development. Therefore, the Directors consider the deviation from Code Provision A.2.1 the CG Code to be appropriate in such circumstance. The Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of the chairman and chief executive officer is necessary.

DIVIDEND

The Board takes into account the Group's overall results of operation, financial position and capital requirements, among other factors, in considering the declaration of dividends. The Board does not recommend the payment of dividend for the nine months ended 30 September 2020.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The primary duties of our audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of the Group. The audit committee consists of three independent non-executive Directors, namely Mr. Kwong Choong Kuen, who has the appropriate auditing and financial related management expertise and serves as the chairman of the audit committee, Mr. Dax Teo Tak Sin and Ms. Grace Choong Mai Foong. The audit committee has reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements of the Group for the nine months ended 30 September 2020 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
C&N Holdings Limited
Chua Kang Lim
Chairman

Singapore, 10 November 2020

As at the date of the announcement, the Board comprises two executive Directors, namely, Mr. Chua Kang Lim and Ms. Chua Sui Feng; and three independent non-executive Directors, namely, Mr. Kwong Choong Kuen, Mr. Dax Teo Tak Sin and Ms. Grace Choong Mai Foong.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at www.cnlimited.com.