



F A R N O V A

FARNOVA GROUP HOLDINGS LIMITED

法諾集團控股有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

Stock Code 股份代號: 8153

2021

FIRST QUARTERLY REPORT
第一季度報告

CHARACTERISTICS OF THE 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.

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This report, for which the directors (the “Director(s)”) of Farnova Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material 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.

香港聯合交易所有限公司(「聯交所」) GEM之特色

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。GEM之較高風險及其他特色表示GEM較適合專業及其他經驗豐富之投資者。

由於GEM上市公司新興之性質使然，在GEM買賣之證券可能會較於聯交所主板買賣之證券承受較大市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃按照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關法諾集團控股有限公司(「本公司」)之資料，本公司各董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，以及本報告並無遺漏其他事項，致使本報告所載之任何陳述或本報告有所誤導。

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the three months ended 30 June 2021 (the "Period"), the Company and its subsidiaries (collectively referred to as the "Group") was principally engaged in advertising in Hong Kong and the PRC and sales of new energy electric vehicle.

The Group's revenue for the Period amounted to approximately HK\$17.7 million, as compared to that of approximately HK\$5.1 million for the three months ended 30 June 2020 (the "Preceding Period"), resulting in the Group's profit for the Period of approximately HK\$0.2 million, as compared to a loss of approximately HK\$4.0 million for the Preceding Period.

Advertising

The Group recorded revenue of approximately HK\$17.7 million from this operation for the Period, as compared to revenue of approximately HK\$5.0 million for the Preceding Period. The management will focus on the development of advertisement campaign in the near future.

管理層討論及分析

業務回顧

於截至二零一六年六月三十日止三個月期間(「本期間」)，本公司及其附屬公司(統稱為「本集團」)主要從事於香港及中國內地提供廣告及新能源電動汽車銷售。

本集團於本期間之收入約為17.7百萬港元，而截至二零二零年六月三十日止三個月(「上一期間」)之收入約為5.1百萬港元，導致本集團於本期間之溢利約0.2百萬港元，而上一期間之虧損則約為4.0百萬港元。

廣告

本集團於本期間自此業務錄得約17.7百萬港元收入，而上一期間收入則約為5.0百萬港元。管理層於短期內將著重發展廣告活動。

Financial Review

Revenue

For the Period, revenue of the Group amounted to approximately HK\$17.7 million, as compared to that of approximately HK\$5.1 million for the Preceding Period. The revenue was mainly contributed by the advertising operation.

Cost of sales and services

The cost of sales and services increased to approximately HK\$11.5 million for the Period from approximately HK\$4.7 million for the Preceding Period.

Gross profit and gross profit margin

The Group's gross profit increased to approximately HK\$6.2 million for the Period from approximately HK\$0.5 million for the Preceding Period, representing an increase of approximately 1,263%.

Administrative expenses

Administrative expenses for the Period increased to approximately HK\$5.6 million from approximately HK\$2.0 million for the Preceding Period. Administrative expenses mainly consist of staff costs, depreciation, legal and professional fees and others. The Group will continue to adopt the stringent cost controls in the forthcoming periods.

Finance costs

The Group recorded finance costs of approximately HK\$0.4 million for the Period, as compared to approximately HK\$2.4 million for the Preceding Period.

財務回顧

收入

於本期間，本集團收入約為17.7百萬港元，而上一期間約為5.1百萬港元。收入主要歸因於廣告業務所貢獻之收入。

銷售及服務成本

本期間銷售及服務成本由上一期間約4.7百萬港元增加至約11.5百萬港元。

毛利及毛利率

本集團於本期間之毛利由上一期間約0.5百萬港元增加至約6.2百萬港元，增幅約1,263%。

行政開支

本期間行政開支由上一期間約2.0百萬港元增加至約5.6百萬港元。行政開支主要包括員工成本、折舊、法律及專業費用等。本集團於未來期間將繼續採取嚴格之成本控制措施。

融資成本

本集團於本期間錄得融資成本約0.4百萬港元，上一期間則約為2.4百萬港元。

Profit/loss for the period and profit/loss attributable to owners of the Company

The Group recorded a profit for the Period of approximately HK\$0.2 million, as compared to a loss of approximately HK\$4.0 million for the Preceding Period. Profit attributable to owners of the Company for the Period was approximately HK\$0.2 million, as compared to a loss attributable to owners of the Company of approximately HK\$4.0 million for the Preceding Period. The basic and diluted profit per share of the Group for the Period were HK cents 0.0033, as compared to basic and diluted loss per share of HK cents 0.08 for the Preceding Period.

CAPITAL STRUCTURE

As at 30 June 2021, the number of issued ordinary shares of the Company was 7,141,423,920 shares (31 March 2021: 7,141,423,920 shares).

PROSPECTS

Looking ahead, in light of the recent implementation of vaccination programs for COVID-19, the Group expects that the economy will gradually enter into a recovery stage. In order to improve the competitiveness of the advertising business, the Group plans to retain existing clients and attract new clients by providing one-stop advertising packages including, among others, advising on re-branding, design and production of advertising and marketing materials, as well as the overall planning and operation of marketing campaigns. Following the establishment of the Group's in-house production team, the production cost was considerably reduced, resulting in the improvement of gross profit margin of the advertising business. The establishment of a strong in-house production team would enable the Group to execute and realize its own marketing and advertising idea and creativity in a more accurate and cost-effective way. The Group aims to build up local reputation by delivering quality services, thereby catering the needs of the potential customers from different industries.

期間溢利／虧損及本公司擁有人應佔溢利／虧損

本期間本集團錄得約0.2百萬港元之溢利，上一期間約為4.0百萬港元。本期間本公司擁有人應佔溢利約為0.2百萬港元，上一期間本公司擁有人應佔虧損約為4.0百萬港元。本期間本集團每股基本及攤薄溢利為0.0033港仙，上一期間每股基本及攤薄虧損則為0.08港仙。

資本結構

於二零二一年六月三十日，本公司已發行普通股數目為7,141,423,920股（二零二一年三月三十一日：7,141,423,920股）。

前景

展望未來，考慮到近期針對2019冠狀病毒疫苗接種計劃的實施，本集團預計經濟將逐步進入復甦階段。為提升廣告業務的競爭力，本集團計劃通過提供一站式廣告套餐方案來留住現有客戶並吸引新客戶，其中包括品牌重塑諮詢、廣告及營銷材料的設計和製作，以及營銷活動的整體策劃和運作。隨著本集團內部製作團隊的建立，製作成本大幅降低，從而提升了廣告業務的毛利率。建立強大的內部製作團隊將使本集團能夠以更精準和更具成本效益的方式執行和實現自己的營銷和廣告創意以及創造力。本集團旨在通過提供優質服務建立起本地聲譽，從而滿足不同行業潛在客戶的需求。

The cultural and media industry throughout the world, and especially in the People's Republic of China ("PRC") is presented with an opportunity. Due to the impact of the COVID-19 pandemic on the global business environment, the management will continue to develop solid operating strategies of the Group and explore other business opportunities with a view to enhancing and improving returns to our stakeholders.

Since 2015, production and sales of new energy vehicles of the PRC have been consecutively ranked the first worldwide. The latest development plans published by the State Council of the PRC and industrial association have confirmed the global automotive development direction of low-carbonization, emphasizing the national target to reduce its automotive carbon emissions by more than 20% from the peak by 2035. Driven by the tide of new energy vehicle development across the board, the new energy vehicle industry in China is gradually evolving from the incubation period to development period, transforming into a vital force which leads the conversion of the global automobile industry. It is expected that the consumption market for new energy vehicle in China will maintain steady growth, and the share of new energy vehicle market will be further expanded.

In the coming future, the Group will continue focusing on the sales of new energy electric vehicles, taking new energy electric vehicles business as important strategic development direction and devoting itself to the performance of corporate social responsibility fully by addressing the issues of urban air pollution and traffic congestion that exist universally.

縱觀全球，尤其是在中華人民共和國（「中國」），文化及媒體行業呈現諸多機遇。由於2019冠狀病毒病大流行對全球商業環境的影響，管理層將持續發展本集團穩健之經營策略並尋求其他商機，以增強及提高持份者之回報。

二零一五年以來，中國新能源汽車產銷量連續位居全球第一。中國國務院和行業協會最新發佈的發展規劃確定了全球汽車低碳化發展方向，強調國家計劃到二零三五年將汽車碳排放量從峰值降低20%以上。在全面推進新能源汽車發展的浪潮下，中國新能源汽車產業正逐步從培育期進入發展期，成為引領全球汽車產業轉型的重要力量。預計中國的新能源汽車消費市場仍將保持穩健增長，新能源汽車市場份額比重將進一步提高。

未來，本集團將繼續專注於新能源電動汽車的銷售業務，以新能源電動汽車業務為重要戰略發展方向，致力於解決普遍存在的城市空氣污染及交通擁堵問題，充分踐行企業社會責任。

On the other hand, going forward, the Group shall continue to explore investment opportunities to expedite the development of its new energy electric vehicle business so as to capture the potential growth. The Group will consider to enhance its production capacity such as the setting up of manufacturing bases as well as the acquisition of, or collaboration with, other established manufacturing bases to cater the increasing demand of electric vehicles. In order to increase the competitiveness of the product vehicles, the Group shall also continue to strengthen the competence of the design and engineering teams by, among others, hiring more experienced talents from the industry and collaborating with other reputable international automotive brands. Last but not least, in view of the successful debut of its flagship model “new energy electric vehicle” in September 2020 in Shenzhen, the PRC, the Group aims to expand its sales network and improve its brand awareness through, among others, overseas expansion and conducting market campaigns to develop the high-end market of new energy electric vehicles in the PRC and worldwide. In particular, the Group has expressed interests in an investment in a prestigious automobile manufacturer based in Italy which brings together technology and experience of experts from other world-renowned automobile brands in developing electric vehicles.

另一方面，展望未來，本集團將繼續探索投資機會，加快新能源電動汽車業務的發展，以獲取潛在增長。本集團將考慮提升其產能，例如設立生產基地以及收購其他已建立的生產基地或與之合作，以迎合電動汽車日益增長的需求。為提升產品汽車的競爭力，本集團亦將繼續增強設計及工程團隊的能力，其中包括聘請更多業內經驗豐富的人才，以及與其他知名國際汽車品牌合作。最後但同樣重要的是，鑑於其旗艦車型「新能源電動汽車」於二零二零年九月在中國深圳成功亮相，本集團旨在通過（其中包括）海外擴張及開展市場活動以開拓中國及全球新能源電動汽車高端市場，從而擴大其銷售網絡及提升品牌知名度。尤其是，本集團已表示有意投資於一家位於意大利的知名汽車製造商，該製造商匯集了其他世界知名汽車品牌在開發電動汽車方面的技術和專家經驗。

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

As at 30 June 2021, the interests and short positions of the Directors and chief executives of the Company in the ordinary share of HK\$0.0004 each in the share capital of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), as recorded in the register which is required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the SFO or the GEM Listing Rules were as follows:

Long positions in the Shares

Name of Director and chief executive 董事及主要 行政人員姓名	Capacity 身份	Number of Shares held (Note) 持有股份數目 (附註)	Approximate percentage of shareholding 近似持股比例
Mr. Guo Gelin 郭格林先生	Beneficial owner 實益擁有人	428,065,752	5.99%

Save as disclosed above, as at 30 June 2021, none of the Directors or chief executive of the Company had any interests or short positions in the Shares and 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 in 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 to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of GEM Listing Rules relating to securities transactions by Directors.

董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉

於二零二一年六月三十日，各董事及本公司主要行政人員在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之本公司股本中每股面值0.0004港元之普通股(「股份」)、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據證券及期貨條例或GEM上市規則須以其他方式知會本公司及聯交所之權益及淡倉如下：

於股份之好倉

除上文所披露者外，於二零二一年六月三十日，概無董事或本公司主要行政人員在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之有關條文予以當作或視為擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所指之登記冊內之權益或淡倉，或根據有關董事進行證券交易之GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' and Chief Executives' interests and short positions in Shares and underlying Shares of the Company or any associated corporation" and "Share Option Scheme", at no time during the three months ended 30 June 2021 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

As at 30 June 2021, so far as was known to the Directors, the following persons (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

董事購買股份或債權證之權利

除「董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉」及「購股權計劃」各節所披露者外，於截至二零二一年六月三十日止三個月，概無任何董事或彼等各自之配偶或年幼子女獲授任何可透過收購本公司股份或債權證獲益之權利；或彼等亦無行使任何有關權利；而本公司或其任何子公司並無訂立任何安排使董事可於任何其他法人團體取得該等權利。

主要股東於本公司股份及相關股份之權益及淡倉

於二零二一年六月三十日，就董事所知，以下人士（並非董事或本公司主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露及記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內之權益或淡倉。

LONG POSITIONS IN THE SHARES AND UNDERLYING SHARES

於股份及相關股份之好倉

Name of Shareholders	Notes	Capacity and nature of interests	Number of Shares held/ interested	Number of underlying Shares held/ interested (note (d))	Approximate percentage of shareholding
股東名稱	附註	身份及權益性質	所持/擁有股份數目	所持/擁有相關股份數目(附註(d))	近似持股比例
Guo Gelin 郭格林	(a)	Beneficial owner 實益擁有人	428,065,752	—	5.99%
宋文霞	(a)	Beneficial owner 實益擁有人	364,200,547	—	5.10%
China Ding Yi Feng Holdings Limited 中國鼎盛豐控股有限公司	(a)	Beneficial owner 實益擁有人	340,002,053	—	4.76%
Eternity Sky Limited 天恒行有限公司	(a)	Beneficial owner 實益擁有人	340,002,053	—	4.76%
Final Destination Limited	(a)	Interest of corporation controlled 受控法團之權益	340,002,053	—	4.76%
Flying Goddess Limited	(a)	Interest of corporation controlled 受控法團之權益	340,002,053	—	4.76%
Hong Kong Toprich Investment 香港灝富投資有限公司	(a)	Interest of corporation controlled 受控法團之權益	340,002,053	—	4.76%

Note:

- (a) HONG KONG TOPRICH INVESTMENT LIMITED is directly wholly owned by FINAL DESTINATION LIMITED which is directly wholly owned by Eternity Sky Limited which is directly wholly owned by FLYING GODDESS LIMITED which is directly wholly owned by China Ding Yi Feng Holdings Limited. China Ding Yi Feng Holdings Limited, FLYING GODDESS LIMITED, Eternity Sky Limited and FINAL DESTINATION LIMITED are deemed to be interested in the Shares and underlying Shares held by HONG KONG TOPRICH INVESTMENT LIMITED.

附註：

- (a) 香港灝富投資有限公司由Final Destination Limited直接全資擁有，而Final Destination Limited由天恒行有限公司直接全資擁有，而天恒行有限公司由Flying Goddess Limited直接全資擁有，而Flying Goddess Limited由中國鼎盛豐控股有限公司直接全資擁有。中國鼎盛豐控股有限公司、Flying Goddess Limited、天恒行有限公司及Final Destination Limited被視為於香港灝富投資有限公司所持有之股份及相關股份中擁有權益。

Save as disclosed above, no other person had any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

除上文所披露者外，概無其他人士於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內或須以其他方式知會本公司及聯交所之權益或淡倉。

SHARE OPTION SCHEME

A share option scheme was adopted by the shareholders of the Company and became effective on 27 March 2020 and shall remain in force for a period of 10 years from that date. The share option scheme mandate limit was refreshed to 10% of the issued Shares at the date of special general meeting of the Company (the "SGM") held on 27 March 2020.

As at 30 June 2021, the number of Shares available for issue under the scheme was 490,239,192 Shares. As at the date of this report, no share option has been granted under the share option scheme of the Company.

CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules for the three months ended 30 June 2020, save and except for the following:

1. Code provision A.1.3 requires that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given. Due to the practical reasons, 14 days' advanced notifications have not been given to all meetings of the Board. Reasons have been given in the notifications in respect of those meetings of the Board where it is not practical to give 14 days' advanced notification. The Board will use its best endeavor to give 14 days' advanced notifications of Board meeting to the extent practicable.

購股權計劃

本公司股東已採納一項購股權計劃，計劃自二零二零年三月二十七日起生效，且於自當日起計10年期內持續生效。購股權計劃授權限額於本公司二零二零年三月二十七日舉行之股東特別大會（「股東特別大會」）上獲更新至當日已發行股份的10%。

於二零二一年六月三十日，根據計劃可發行之股份數目為49,239,192股。於本報告日期，概無根據本公司之購股權計劃授出購股權。

企業管治常規

董事會認為，本公司於截至二零二零年六月三十日止三個月已遵守GEM上市規則附錄十五所載企業管治守則及企業管治報告之全部守則條文，惟下文所述者除外：

1. 守則條文A.1.3條規定，召開董事會定期會議應向全體董事發出至少14天通知，令彼等得以抽空出席。就召開所有其他董事會會議而言，應發出合理通知。基於不切實可行，本公司並無就所有董事會會議發出14天事先通知。本公司已在有關董事會會議通知內說明發出14天事先通知屬不切實可行之原因。董事會將在實際可行情況下盡力就董事會會議發出14天事先通知。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions by the Directors for the three months ended 30 June 2021.

COMPETING INTEREST

During the three months ended 30 June 2021, none of the Directors or management shareholders of the Company (as defined in the GEM Listing Rules) had any interests in any business that competed or may compete with the business of the Group.

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the three months ended 30 June 2021.

董事進行證券交易之行為守則

於回顧期間，本公司繼續採納董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易之規定準則。經向全體董事作出具體查詢後，董事於截至二零二一年六月三十日止三個月已遵守有關董事進行證券交易之行為守則。

競爭權益

於截至二零二一年六月三十日止三個月，董事或本公司管理層股東(定義見GEM上市規則)概無於與本集團業務構成或可能構成競爭之任何業務中擁有任何權益。

購買、出售或贖回上市證券

於截至二零二一年六月三十日止三個月，本公司或其任何子公司概無購買、贖回或出售任何本公司之上市證券。

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review the Group's annual report and accounts, half-year report and quarterly reports and to provide advice and comments thereon to the Board and to review and to provide the oversight of the financial reporting system, risk management and internal control system of the Group.

During the Period, the Audit Committee consists of one non-executive director and four independent non-executive Directors, namely Mr. Kuang Quanzhuang, Mr. Luo Ji, Ms. Wu Hong, Mr. Li Jianxing and Dr. Wu Bin. Mr. Li is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited first quarterly report and results for the three months ended 30 June 2021, and was of opinion that the preparation of such report and results complied with applicable accounting standards and the GEM Listing Rules and that adequate disclosure had been made.

By order of the Board
Farnova Group Holdings Limited
Guo Gelin
Chairman

Hong Kong, 13 August 2021

As of the date of this report, the executive Directors are Mr. Guo Gelin, Mr. Mou Zhongwei and Mr. Deng Li; the non-executive Directors are Mr. Wang Qiang, Mr. Kuang Quanzhuang, Mr. Li Guangying, Mr. Wang Hanjing and Mr. Wen Jingzhou; and the independent non-executive Directors are Mr. Luo Ji, Ms. Wu Hong, Mr. Li Jianxing and Dr. Wu Bin.

審核委員會

審核委員會之主要職責為審閱本集團之年報及賬目、半年度報告及季度報告，並就此向董事會提供意見及建議，以及審閱及監督本集團之財務申報系統、風險管理及內部監控系統。

於本期間，審核委員會由一名非執行董事及四名獨立非執行董事組成，即鄭權壯先生、羅輯先生、吳紅女士、李建行先生及吳濱博士。李先生為審核委員會主席。

審核委員會已審閱截至二零二一年六月三十日止三個月之未經審核第一季度報告及業績，並認為有關報告及業績於編製時已遵照適用會計準則及GEM上市規則，並已作出充分披露。

承董事會命
法諾集團控股有限公司
主席
郭格林

香港，二零二一年八月十三日

於本報告日期，執行董事為郭格林先生、牟忠緯先生及鄧里先生；非執行董事為王強先生、鄭權壯先生、李光營先生、王漢景先生及溫晶舟先生；及獨立非執行董事則為羅輯先生、吳紅女士、李建行先生及吳濱博士。

FIRST QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the "Board") hereby presents the unaudited consolidated results of the Group for the Period, together with the unaudited comparative figures for the Preceding Period in 2020 as follows:

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

For the three months ended 30 June 2021

第一季度業績(未經審核)

董事會(「董事會」)謹此呈列本集團於本期間之未經審核綜合業績連同二零二零年上一期間之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零二一年六月三十日止三個月

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收入	3	5,137
Cost of sales and services	銷售及服務成本	17,692	(4,680)
Gross profit	毛利	6,232	457
Other income	其他收入	17	(2,017)
Administrative expenses	行政開支	(5,586)	(2,017)
Net fair value gain/(loss) on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值收益/(虧損)淨額	-	1
Finance costs	融資成本	(421)	(2,411)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	242	(3,970)
Income tax expense	所得稅開支	-	-
Profit/(loss) and total comprehensive expenses for the period	期間溢利/(虧損)及全面開支總額	242	(3,970)
Profit/(loss) and total comprehensive expenses attributable to:	以下人士應佔溢利/(虧損)及全面開支總額:		
- Owners of the Company	- 本公司擁有人	242	(3,970)
- Non-controlling interests	- 非控股權益	-	-
		242	(3,970)
		HK cents 港仙	HK cents 港仙
Profit/(loss) per share attributable to owners of the Company:	本公司擁有人應佔每股溢利/(虧損)		
- Basic and diluted	- 基本及攤薄	0.0033	(0.08)
- Basic and diluted	- 基本及攤薄	0.0033	(0.08)

CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 30 June 2021

簡明綜合權益變動表(未經審核)

截至二零二一年六月三十日止三個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Equity component of convertible bonds 可換股債券之權益部分	Merger reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	之權益部分	合併儲備	匯兌儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(附註(a)) (note (a))					
At 1 April 2020 (unaudited)	於二零二零年四月一日 (未經審核)	1,961	286,094	72,143	(197)	395	(466,219)	(105,823)	(7,511)	(113,334)
Loss and total comprehensive expenses for the period	期間虧損及全面開支總額	-	-	-	-	-	(3,970)	(3,970)	-	(3,970)
At 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	1,961	286,094	72,143	(197)	395	(470,189)	(109,793)	(7,511)	(117,304)
At 1 April 2021 (unaudited)	於二零二一年四月一日 (未經審核)	2,857	503,165	-	13,107	266	(482,830)	36,565	-	36,565
Loss and total comprehensive expenses for the period	期間虧損及全面開支總額	-	-	-	-	572	242	814	-	-
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	2,857	503,165	-	13,107	838	(482,588)	37,379	-	37,379

Note:

附註：

(a) The merger reserve of the Group represents the difference between the nominal value of the share capital of a subsidiary acquired and the nominal value of the shares issued by the Company in exchange thereof pursuant to the Group reorganisation on 20 March 2001 as set out in the prospectus of the Company dated 26 March 2001.

(a) 本集團之合併儲備指所收購子公司的股本面值與本公司為換股而根據本公司日期為二零零一年三月二十六日之招股章程所載本集團於二零零一年三月二十日之重組所發行之股份面值兩者間之差額。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the GEM of the Stock Exchange. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is Room 8212, Unit 01, 82/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

The Company is an investment holding company and the principal activities of the Group are provision of advertising in Hong Kong and the People's Republic of China (the "PRC"), and sales of new energy electric vehicles.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousands ("HK\$'000") except when otherwise indicated. The condensed consolidated financial statements for the three months ended 30 June 2021 (the "First Quarterly Financial Statements") are unaudited but were reviewed by the Audit Committee of the Company (the "Audit Committee") and approved for issue by the Board on 13 August 2021.

2. BASIS OF PREPARATION

The First Quarterly Financial Statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and with Hong Kong Financial Reporting Standards ("HKFRSs") and Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and accounting principles generally accepted in Hong Kong.

簡明綜合財務報表附註

1. 公司資料

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所GEM上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要營業地點為香港九龍柯士甸道西1號環球貿易廣場82樓01號8212室。

本公司為投資控股公司，本集團之主要業務為於香港及中華人民共和國（「中國」）內地提供廣告及銷售新能源電動汽車。

未經審核簡明綜合財務報表乃以港元（「港元」）呈列，所有金額（另有指定者除外）均調整至最接近之千位數（「千港元」）。截至二零二一年六月三十日止三個月之簡明綜合財務報表（「第一季度財務報表」）乃未經審核，惟已由本公司審核委員會（「審核委員會」）審閱及於二零二一年八月十三日獲董事會批准刊發。

2. 編製基準

第一季度財務報表乃按GEM上市規則第18章之適用披露規定、香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）及香港會計準則及詮釋以及香港公認之會計原則編製。

The First Quarterly Financial Statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. The accounting policies adopted are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2021 (the "2021 Annual Report").

The preparation of the First Quarterly Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the First Quarterly Financial Statements are consistent with those followed in the preparation of the 2021 Annual Report.

第一季度財務報表乃按歷史成本基準編製，惟若干以公允值計量之金融工具除外。所採用之主要會計政策與編製本集團截至二零二一年三月三十一日止年度之年度財務報表（「二零二一年年度報告」）所依據者一致。

按照香港財務報告準則編製第一季度財務報表時，需要採用若干重要會計估計。編製第一季度財務報表應用之重大判斷、估計及假設與編製二零二一年年度報告所依據者一致。

3. REVENUE (UNAUDITED)

3. 收入(未經審核)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Advertising income	廣告收入	17,692	5,000
Sales of vehicle income	汽車銷售收入	-	-
Securities investments income	證券投資收入	-	137
		17,692	5,137

4. OTHER INCOME (UNAUDITED)

4. 其他收入(未經審核)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gain on exchange	外匯收益	1	-
Bank interest income	銀行利息收入	16	-
		17	-

5. FINANCE COSTS (UNAUDITED)

5. 融資成本(未經審核)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on other loans wholly repayable within five years	須於五年內全數償還之其他貸款利息	30	815
Interest on bonds	債券利息	361	-
Interest on convertible bonds	可換股債券之利息	-	1,596
Interest on lease liabilities	租賃負債利息	30	-
		421	2,411

6. PROFIT/(LOSS) BEFORE INCOME TAX (UNAUDITED)

6. 除所得稅前溢利/(虧損)(未經審核)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
(a) Employee benefit expenses (including directors' remuneration)	僱員福利開支 (包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	1,649	1,284
Retirement benefit scheme contributions	退休福利計劃供款	88	35
		1,737	1,319
(b) Other items	其他項目		
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	1	45
Depreciation of right-of-use assets	使用權資產折舊	220	31

7. INCOME TAX EXPENSES (UNAUDITED)

7. 所得稅開支(未經審核)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Current tax — Hong Kong Profits Tax	即期稅項 — 香港 利得稅	—	—

Hong Kong Profits Tax was calculated at the rate of 16.5% based on the HK Group Companies' estimated assessable profits arising in Hong Kong subsidiaries during the Forecast Period. The two-tiered profits tax regime (i.e. the first HK\$2.0 million of assessable profits will be taxed at 8.25%, and assessable profits above HK\$2.0 million will be taxed at 16.5%) is applicable to our HK Group Companies for the three months ended 30 June 2021 and 2020.

The provision for PRC Enterprise Income Tax is calculated at the standard rate of 25% on the estimated assessable income as determined in accordance with the relevant income tax rules and regulations of the PRC. No PRC Enterprise Income Tax has been provided for the three months ended 30 June 2021 and 2020.

香港利得稅按預測期內香港集團公司於香港子公司產生之估計應課稅溢利以16.5%計算。截至二零二一年及二零二零年六月三十日止三個月，我們的香港集團公司適用兩級制利得稅制度(即首2.0百萬港元應課稅溢利將以8.25%之利率徵稅，而超過2.0百萬港元應課稅溢利將以16.5%之利率徵稅)。

中國企業所得稅撥備乃根據中國相關所得稅規則及規例所釐定之標準稅率25%，按估計應課稅收入計算。截至二零二一年及二零二零年六月三十日止三個月，概無計提中國企業所得稅撥備。

8. PROFIT/(LOSS) PER SHARE
ATTRIBUTABLE TO OWNERS OF THE
COMPANY (UNAUDITED)

- (a) Basic profit/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

8. 本公司擁有人應佔每股溢利／(虧損)(未經審核)

- (a) 每股基本溢利／(虧損)按本公司擁有人應佔溢利／(虧損)除以期間已發行普通股之加權平均數計算。

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss)	溢利／(虧損)		
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)	242	(3,970)
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares in issue (Note)	已發行普通股加權平均數(附註)	7,141,424	4,902,392

- (b) No adjustment has been made to the basic loss per share amounts presented for the three months ended 30 June 2021 and 2020 in respect of a dilution as the impact of the convertible bonds outstanding had an anti-dilutive effect.

- (b) 由於尚未行使可換股債券具反攤薄影響，故並無就攤薄對截至二零二一年及二零二零年六月三十日止三個月所呈列之每股基本虧損金額作出調整。

9. DIVIDEND

The Board does not recommend the payment of a dividend for the three months ended 30 June 2021 (2020: Nil).

10. EVENTS AFTER THE REPORTING DATE

As of the approval date of the first quarterly report, there is no significant event after the reporting period that needs to be disclosed.

9. 股息

董事會不建議派付截至二零二一年六月三十日止三個月之股息(二零二零年：無)。

10. 呈報期後事項

截至第一季度報告獲批准之日，概無重大呈報期後事項須予披露。



F A R N O V A

