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POLYFAIR

Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8532)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

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

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

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

*This announcement, for which the directors (the “**Directors**”) of Polyfair 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

THIRD QUARTERLY RESULTS

The board (the “**Board**”) of Directors is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the nine months ended 31 December 2018 (the “**Reporting Period**”), together with the unaudited comparative figures for the corresponding period in 2017 as follows:

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

FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

		Nine months ended 31 December	
	Notes	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	3	149,699	190,103
Cost of services		<u>(135,920)</u>	<u>(162,753)</u>
Gross profit		13,779	27,350
Other income, gain and loss	4	334	(146)
Administrative expenses		(11,184)	(6,350)
Finance costs	5	(3,802)	(1,892)
Other expenses		<u>–</u>	<u>(8,512)</u>
(Loss) profit before taxation	6	(873)	10,450
Taxation	7	<u>(11)</u>	<u>(3,146)</u>
(Loss) profit for the period		<u>(884)</u>	<u>7,304</u>
Other comprehensive (expenses) income			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising on translation of foreign operation		<u>(35)</u>	42
Other comprehensive (expenses) income for the period		<u>(35)</u>	42
Total comprehensive (expenses) income for the period		<u>(919)</u>	<u>7,346</u>
(Loss) earnings per share – basic	9	HK cents <u>(0.11)</u>	HK cents <u>1.22</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note)	Translation reserve HK\$'000	Retained profits HK\$'000	
At 1 April 2017 (Audited)	<u>3,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,614</u>	<u>19,614</u>
Profit for the period	-	-	-	-	7,304	7,304
Other comprehensive income for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>42</u>	<u>-</u>	<u>42</u>
Total comprehensive income for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>42</u>	<u>7,304</u>	<u>7,346</u>
At 31 December 2017 (Unaudited)	<u><u>3,000</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>42</u></u>	<u><u>23,918</u></u>	<u><u>26,960</u></u>
At 1 April 2018 (Audited)	8,000	37,915	3,000	100	20,783	69,798
Loss for the period	-	-	-	-	(884)	(884)
Other comprehensive expenses for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>(35)</u>	<u>-</u>	<u>(35)</u>
Total comprehensive expenses for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>(35)</u>	<u>(884)</u>	<u>(919)</u>
At 31 December 2018 (Unaudited)	<u><u>8,000</u></u>	<u><u>37,915</u></u>	<u><u>3,000</u></u>	<u><u>65</u></u>	<u><u>19,899</u></u>	<u><u>68,879</u></u>

Note: Other reserve represented the difference between the share capital of the Company issued as consideration of acquiring Polyfair Construction & Engineering Limited (“**Polyfair HK**”) and the issued share capital of Polyfair HK on 19 January 2018 pursuant to a group reorganisation as set out in note 1B.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

1A. GENERAL INFORMATION

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 25 May 2017 and its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited with effect from 23 February 2018 (the “**Listing Date**”). Its controlling shareholder is C.N.Y. Holdings Limited (“**CNY**”), a company incorporated in the British Virgin Islands (the “**BVI**”) and is held as to 83% by Mr. Chow Mo Lam (“**Mr. Chow**”) and 17% by Mr. Yu Lap On Stephen (“**Mr. Yu**”). The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company acts as investment holding company and its subsidiaries are principally engaged in construction and engineering business. The Company and all of the subsidiaries are collectively referred to as the Group.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”).

Other than those subsidiaries established in the People’s Republic of China (the “**PRC**”) whose functional currency is Renminbi (“**RMB**”), the functional currency of the Company and its remaining subsidiaries are HK\$.

All values are rounded to the nearest thousands (“**HK\$’000**”) except when otherwise indicated.

1B. REORGANISATION AND PRESENTATION OF UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Before the completion of a group reorganisation (the “**Reorganisation**”) as more fully explained in the section headed “History, Reorganisation and Corporate Structure” in the Prospectus dated 31 January 2018 (the “**Prospectus**”), Polyfair HK was held as to 83% by Mr. Chow and 17% by Mr. Yu. In preparation of the listing of the Company’s shares on GEM of the Stock Exchange (the “**Listing**”) and pursuant to the reorganisation, the companies comprising the Group underwent the Reorganisation as described below.

- (i) On 21 April 2017, CNY was incorporated in the BVI with limited liability, allotted and issued 83 and 17 shares, credited as fully paid at a par value of United States dollar (“**US\$**”) 1, to Mr. Chow and Mr. Yu, respectively.
- (ii) On 25 May 2017, the Company was incorporated in the Cayman Islands as an exempted company with limited liability. The authorised share capital was HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each and initially one nil-paid share was allotted and issued at par to Sharon Pierson as the initial subscriber (who is an independent third party), which was then transferred to CNY on the same date, and an additional 99 nil-paid shares were allotted and issued at par to CNY on the same date.
- (iii) On 8 June 2017, Polyfair Group Limited (“**Polyfair BVI**”) was incorporated in the BVI with limited liability, allotted and issued one share, credited as fully paid at a par value of US\$1 to the Company.
- (iv) On 19 January 2018, Mr. Chow and Mr. Yu transferred the entire issued share capital of Polyfair HK to Polyfair BVI. The consideration was satisfied by allotting and issuing 83 and 17 shares of the Company to Mr. Chow and Mr. Yu, respectively, credited as fully paid and crediting as fully paid at par the 100 nil-paid shares in issue. The Company had nominated its direct wholly-owned subsidiary, Polyfair BVI, to hold the entire issued share capital of Polyfair HK. Mr. Chow and Mr. Yu had nominated CNY to hold the 100 new shares. After the above transaction, Polyfair HK is wholly-owned by Polyfair BVI.

The Reorganisation involved incorporation of and interspersing CNY, the Company and Polyfair BVI between Polyfair HK and its shareholders. Upon the completion of the Reorganisation, the Company has become the holding company of the companies now comprising the Group on 19 January 2018. The Group resulting from the Reorganisation is regarded as a continuing entity.

The unaudited condensed consolidated statements of profit or loss and other comprehensive income and unaudited condensed consolidated statements of changes in equity for the nine months ended 31 December 2018 which include the results and changes in equity of the companies now comprising the Group have been prepared as if the current group structure had been in existence at those dates, taking into account the respective dates of incorporation, where applicable.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2018 have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRSs include Hong Kong Accounting Standards and interpretations. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 31 December 2018 are consistent with those adopted in the annual report for the year ended 31 March 2018, except for the new HKFRSs issued by the HKICPA that is adopted for the first time for the Reporting Period of the Group. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results of the Group. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

The unaudited condensed consolidated financial statement for the nine months ended 31 December 2018 have not been audited by the Company’s independent auditors, but have been reviewed by the audit committee of the Company.

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

3. REVENUE AND SEGMENT INFORMATION

Revenue represents income received or receivable from provision of construction contract work.

The Group’s operating activities are attributable to a single operating segment focusing on provision of construction contract work. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conform with HKFRSs, that are regularly reviewed by the chief operating decision maker (“**CODM**”) (i.e. being executive directors of the Company). The CODM regularly reviews revenue analysis by relevant types of properties for which construction contract work is provided, and considers them as one single operating segment since all revenue of the Group is generated from one single line of business. Other than revenue analysis, no operating results and no other discrete financial information are available for the assessment of performance.

An analysis of the Group’s revenue are as follows:

	Nine months ended 31 December	
	2018	2017
	HK\$’000	HK\$’000
	(Unaudited)	(Unaudited)
Residential properties	68,010	187,493
Commercial properties	81,689	2,610
	149,699	190,103

The CODM reviews the loss for the period of the Group as a whole to make decisions about resource allocation. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM. The operation of the Group constitutes one single operating segment under HKFRS 8 “Operating Segments” and accordingly, no separate segment information other than entity level information is prepared.

The assets of the Group are mainly located in Hong Kong.

Information about major customers

Revenue from customers contributing over 10% of total revenue of the Group during the period are as below:

	Nine months ended 31 December	
	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Unaudited)
Customer A ¹	28,758	28,609
Customer B ²	N/A ⁴	37,574
Customer C ²	43,560	74,644
Customer D ³	60,855	N/A ⁴

¹ Revenue from commercial properties and residential properties contract works.

² Revenue from residential properties contract works.

³ Revenue from commercial properties contract works.

⁴ Revenue from these customers was less than 10% of the total revenue for the period.

4. OTHER INCOME, GAIN AND LOSS

	Nine months ended 31 December	
	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Unaudited)
Interest income	324	–
Exchange gain (loss)	10	(146)
	<u>334</u>	<u>(146)</u>

5. FINANCE COSTS

	Nine months ended 31 December	
	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Unaudited)
Interest on bank loans and bank overdrafts	3,802	1,892

6. (LOSS) PROFIT BEFORE TAXATION

	Nine months ended 31 December	
	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Unaudited)
(Loss) profit before taxation has been arrived at after charging:		
Directors' remuneration	3,821	3,176
Other staff costs	20,390	15,848
Retirement benefit schemes contributions for other staff	1,916	1,387
	<hr/>	<hr/>
Total staff costs	26,127	20,411
	<hr/>	<hr/>
Auditor's remuneration	750	450
Depreciation of property, plant and equipment	319	112
Operating lease rentals in respect of rented premises	1,464	697
Listing expenses (included in other expenses)	–	8,512
	<hr/> <hr/>	<hr/> <hr/>

7. TAXATION

	Nine months ended 31 December	
	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Unaudited)
The tax charge (credit) comprises:		
Current tax		
Hong Kong Profits Tax	–	3,213
PRC Enterprise Income Tax	11	(67)
	<hr/>	<hr/>
	11	3,146
	<hr/> <hr/>	<hr/> <hr/>

- (a) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2.0 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2.0 million will be taxed at 16.5%.

For the nine months ended 31 December 2018, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

For the nine months ended 31 December 2017, Hong Kong profits tax was calculated at a flat rate of 16.5% of the estimated assessable profits.

- (b) Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the Group's subsidiary is 25%.

The Group's subsidiary was qualified as “Small Low-profit Enterprise” and subject to an Enterprise Income Tax Rate of 10%, which was granted for three years starting from 2018.

No provision for taxation in other jurisdictions has been made as the Group has no operation outside Hong Kong and the PRC.

8. DIVIDENDS

No dividends were paid, declared and proposed by the Company since its incorporation.

The Directors do not recommend the payment of a dividend for the nine months period ended 31 December 2018 (Nine months ended 31 December 2017: Nil).

9. (LOSS) EARNINGS PER SHARE

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

	Nine months ended 31 December	
	2018	2017
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
(Loss) profit for the period attributable to owners of the Company for the purpose of basic (loss) earnings per share	(884)	7,304
	2018	2017
Number of shares		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share (<i>note</i>)	800,000,000	600,000,000

Diluted (loss) earnings per share are not presented as there were no potential ordinary shares in issue during both periods.

Note:

The weighted average number of ordinary shares for the purpose of basic (loss) earnings per share has been taken into account the shares issued pursuant to the Reorganisation and the capitalisation issue of ordinary share as if they had been effective on 1 April 2016.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The shares of the Company (the “**Shares**”) were successfully listed on GEM operated by the Stock Exchange on 23 February 2018 by way of share offer.

We are a subcontractor that provides façade and curtain wall works solutions in Hong Kong. Our solutions are customised to meet the technical specifications and performance requirements of our customers. We generally provide both design and build services in our projects, ranging from developing designs, conducting structural calculations, preparing shop drawings, sourcing and procuring building materials, arranging for building material logistics and installation works, project management to post-project completion services. We engage subcontractors to perform the installation work from time to time.

As at 31 December 2018, the Group had 13 projects in progress with a total original contract sum of approximately HK\$678.6 million, in which HK\$447.6 million was recognised as revenue as of 31 December 2018.

During this quarter, we were awarded one new project, namely Sha Tsui Road, with a total contract sum of approximately HK\$89.1 million. Letter of award of this project was signed.

OUTLOOK

The demand for façade and curtain wall works is driven by construction of residential and commercial buildings. The development of residential buildings in Hong Kong has been a major driver of façade and curtain wall works and the number grew from 10,149 new units in 2012 to 17,791 new units in 2017.

Another driver for the façade and curtain wall works industry is office buildings in Hong Kong where the Hong Kong Government puts effort in developing areas like Kowloon East as new business areas. According to The Hong Kong Property Review 2018 compiled by the Rating and Valuation Department, completions of Grade A offices were 185,900 m², a hoist of 31% from 2016. Majority of the new developments came from Kwun Tong and Yau Tsim Mong, contributing 55% of the Grade A office completions. These buildings included both installation of curtain wall systems as the envelop system above the podium and the works for the building entrance, lobby and the associate stores.

Notwithstanding the negative impact from the economic slowdown driven by the China’s macro-economic conditions, the Group remains optimistic about its core business as the management believes that there is a market for quality façade and curtain wall works in Hong Kong. The Group will further strengthen its sales effort, closely monitor the status of the projects and carefully control the cost of services as to expand its customer base and achieve sustainable business growth and long-term benefits to its shareholders. We are hoping to be more competitive and able to compete for more sizeable and profitable projects.

FINANCIAL REVIEW

Revenue

The revenue of the Group for the nine months ended 31 December 2018 was approximately HK\$149.7 million (for the nine months ended 31 December 2017: approximately HK\$190.1 million), representing a decrease of approximately 21.3% compared to the corresponding period in 2017. Such decrease was mainly attributable to the reason that two sizable projects were substantially completed while substantial portion of revenue from these projects has been recognized prior to the nine months ended 31 December 2018 and two of our current projects were delayed due to the design change of developer and delayed progress of main contractor.

Cost of Services

The Group's cost of services primarily consisted of building material costs, subcontracting charges, staff costs and other direct costs. The cost of services decreased to approximately HK\$135.9 million for the nine months ended 31 December 2018 from approximately HK\$162.8 million for the nine months ended 31 December 2017, representing a decrease of approximately 16.5%. The decrease was due to: (i) the decrease in revenue; and (ii) additional subcontracting costs incurred when carrying out certain projects.

Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately HK\$13.6 million from approximately HK\$27.4 million for the nine months ended 31 December 2017 to approximately HK\$13.8 million for the nine months ended 31 December 2018. The Group's gross profit margin decreased from approximately 14.4% for the nine months ended 31 December 2017 to approximately 9.2% for the nine months ended 31 December 2018, representing a decrease of approximately 5.2 percentage points. The decrease was due to the fact that (i) the gross profit margin of new projects were relatively lower than the projects for the nine months ended 31 December 2017 as a result of the increasing competition from other contractors seeking to tender projects at lower price; and (ii) additional sub-contracting costs incurred when carrying out certain projects.

Other Income, Gain and Loss

Other income, gain and loss increased by approximately HK\$0.4 million for the nine months ended 31 December 2018 mainly due to depreciation in the exchange rate against RMB.

Administrative Expenses

Administrative expenses of the Group increased by approximately HK\$4.8 million from approximately HK\$6.4 million for the nine months ended 31 December 2017 to approximately HK\$11.2 million for the nine months ended 31 December 2018. Administrative expenses consisted primarily of staff costs and Directors' emoluments, depreciation, legal and professional fee, rental expenses and other administrative expenses. The increase was mainly attributable to the increase in rental expenses of approximately HK\$0.8 million for new Hong Kong office and increase in staff costs of approximately HK\$2.5 million due to the increase in (i) unsuccessful tendering cost; and (ii) number of staff and salary level during the Reporting Period.

Finance Costs

Finance costs increased from approximately HK\$1.9 million for the nine months ended 31 December 2017 to approximately HK\$3.8 million for the nine months ended 31 December 2018. The increase in finance costs was mainly attributable to the increase in average bank borrowings amount to finance our business.

Other Expenses

Other expenses decreased by approximately HK\$8.5 million from approximately HK\$8.5 million for the nine months ended 31 December 2017 to nil for the nine months ended 31 December 2018. The decrease was mainly attributable to the fact that an one-off listing expense of approximately HK\$8.5 million was recognised during the nine months ended 31 December 2017.

Taxation

The income tax expenses of the Group decreased by approximately HK\$3.1 million from approximately HK\$3.1 million for the nine months ended 31 December 2017 to approximately HK\$11,000 for the nine months ended 31 December 2018. The decrease was due to the loss incurred for the nine months ended 31 December 2018.

(Loss) profit for the Period

Loss for the period was approximately HK\$0.9 million as compared to the profit of approximately HK\$7.3 million for the nine months ended 31 December 2017. Excluding the one-off listing expenses of the Group of approximately HK\$8.5 million for the nine months ended 31 December 2017, profit would reach approximately HK\$15.8 million. Such change was mainly attributable to the decrease in the gross profit of approximately HK\$13.6 million and increase in administrative expenses of approximately HK\$4.8 million for the nine months ended 31 December 2018.

Subsequent Event after the Reporting Period

For two current projects at Victory Avenue and Prince Edward Road West, which have been completed as at the announcement date, Polyfair HK was informed by the main contractors that the works performed by a subcontractor was not satisfactory and was requested to rectify the works within limited time. Under such tight schedule, Polyfair HK engaged other subcontractors and incurred additional costs to rectify the works. For the rectification works and variation orders arised from the accusation, Polyfair HK was requested by the subcontractor to pay the wages of the subcontractor's workers on behalf of the subcontractor temporarily which will be settled upon the conclusion of final accounts. As at 31 December 2018, the total receivable amount was approximately HK\$5.9 million. Subject to the conclusion of final accounts, all of these costs and expenses should be reimbursed by the subcontractor according to the contract between Polyfair HK and the subcontractor.

In February 2019, having discussed with the Company's legal adviser, the Group's management has issued demand letters to the subcontractor requesting payment of outstanding sums owed by the subcontractor to the Group. As at the date of this announcement, we are waiting for reply from the subcontractor.

The Group is seeking legal advice to take further steps to recover the outstanding sums. As at the date of this announcement, no provision had been made for these outstanding receivables. Nevertheless, the Group will endeavour to take all necessary measures to recover the outstanding amount.

USE OF PROCEEDS

The Company has raised gross proceeds of approximately HK\$56.0 million through share offer upon the Listing. After deducting the listing expenses, the net proceeds were approximately HK\$28.2 million.

The actual net proceeds from share offer was different from the estimate net proceeds of approximately HK\$34.2 million as set out in the Prospectus.

The Group adjusted the use of proceeds in the same manner and in the same proportion as shown in the Prospectus, which is (i) approximately 51.4% of the net proceeds, representing approximately HK\$14.5 million, would be used for strengthening our financial position to capture emerging business opportunities, including settling upfront costs of new projects and satisfying the surety bond requirement of the projects, (ii) approximately 39.8% of the net proceeds, representing approximately HK\$11.2 million, would be used for expanding our operation teams, and (iii) approximately 8.8% of the net proceeds, representing approximately HK\$2.5 million, would be used for working capital and other general corporate purposes.

Analysis of the utilisation of the net proceeds from the Listing Date up to 31 December 2018 is set out below:

	Adjusted use of proceeds in the same manner as stated in the Prospectus (HK\$' million)	Planned use of net proceeds up to 31 December 2018 (HK\$' million)	Actual use of net proceeds up to 31 December 2018 (HK\$' million)
Strengthening our financial position:			
- Settling upfront costs of three new projects	9.2	9.2	9.1
- Satisfying the surety bond requirement of Yue Man Square	5.3	5.3	5.3
Expanding our operation teams	11.2	5.3	3.5
General working capital	2.5	1.5	1.5
	<hr/>	<hr/>	<hr/>
Total	<u>28.2</u>	<u>21.3</u>	<u>19.4</u>

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, the interests or short positions of the Directors and the chief executive of the Company or their respective associates in Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO", Cap 571 Laws of Hong Kong)) which are 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/or short positions which they are deemed or taken to have under such provisions of the SFO, or which will be required, pursuant to section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

(a) Interests in shares of the Company

Name of Director	Capacity	Long/short Position	Number of shares held	Percentage of shareholding in the Company
Mr. Chow Mo Lam	Interest of controlled corporation	Long position	600,000,000 Shares ^(Note)	75%

Note:

600,000,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned by Mr. Chow Mo Lam ("Mr. Chow") as to 83% and by Mr. Yu Lap On Stephen ("Mr. Yu") as to 17%. Both Mr. Chow and Mr. Yu are the executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 600,000,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a controlling Shareholder.

(b) Interests in shares of the associated corporation of the Company

Name of associated corporation	Name of Director	Capacity	Long/short Position	Number of shares held	Percentage of shareholding in the associated corporation
C.N.Y. Holdings Limited	Mr. Chow Mo Lam	Beneficial owner	Long position	83 shares ^(Note)	83%
C.N.Y. Holdings Limited	Mr. Yu Lap On Stephen	Beneficial owner	Long position	17 shares ^(Note)	17%

Note:

600,000,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned by Mr. Chow as to 83% and by Mr. Yu as to 17%. Both Mr. Chow and Mr. Yu are the executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 600,000,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a controlling Shareholder.

Save as disclosed above, as at 31 December 2018, none of the Directors or the chief executives of the Company or their respective associates had any interests and short positions in the shares, underlying shares, convertible notes or debentures of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange as at 31 December 2018.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES

Save as disclosed in the paragraph headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" in this announcement, as at 31 December 2018, so far as was known to any Directors or chief executive of the Company, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

Name of Shareholders	Capacity	Long/short Position	Number of shares held	Percentage of shareholding in the Company
C.N.Y. Holdings Limited	Beneficial owner ^(Note 1)	Long position	600,000,000 Shares ^(Note 1)	75%
Ms. Hau Pak Sui	Interest of spouse ^(Note 2)	Long position	600,000,000 Shares ^(Note 2)	75%

Notes:

- 600,000,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned by Mr. Chow as to 83% and by Mr. Yu as to 17%. Both Mr. Chow and Mr. Yu are executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 600,000,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a controlling Shareholder.
- Ms. Hau Pak Sui is the spouse of Mr. Chow and she is deemed to be interested in the 600,000,000 Shares, in which Mr. Chow is deemed interested by virtue of the SFO.

Save as disclosed above, and as at 31 December 2018, the Directors were not aware of any persons (who were not Directors or chief executives of the Company) who had an interest or short position in the share capital of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

DIRECTORS' INTERESTS IN COMPETING INTERESTS

For the nine months ended 31 December 2018, the Directors were not aware of any business or interest of each of the Directors, or the controlling shareholders of the Company and their respective close associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have within the Group.

SHARE OPTION SCHEME

The Group had adopted a share option scheme for the purpose of providing incentives and rewards to participants for the contribution of the Group. Up to 31 December 2018, no share option had been granted.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors 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 (the “**Required Standard**”). Having made specific enquiry with all the Directors, all the Directors confirmed that they have complied with the Required Standard during the period from the Listing Date to 31 December 2018.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

CORPORATE GOVERNANCE

From the Listing Date up to the date of this announcement, the Company has applied the principles and code provisions in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules. During the nine months ended 31 December 2018, to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the CG Code.

COMPLIANCE ADVISER’S INTEREST

As at 31 December 2018 and the date of this announcement, as notified by the Company’s compliance adviser, Sunfund Capital Limited (the “**Compliance Adviser**”), except for the compliance adviser agreement dated 25 January 2018 entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor its directors, employees or its close associates (as defined under the GEM Listing Rules) had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company established an audit committee of the Company (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 25 January 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Audit Committee comprises three independent non-executive directors: Dr. Lung Cheuk Wah, Mr. Ng Ka Lok and Mr. Wong Chi Yung. Dr. Lung Cheuk Wah was appointed to serve as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and dismissal of external auditor, review the financial statements and the information and provide advice in respect of financial reporting and oversee the internal control procedures of the Company.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2018 and this third quarterly result and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and the adequate disclosure had been made.

By order of the Board
Polyfair Holdings Limited
Chow Mo Lam
Chairman and Executive Director

Hong Kong, 12 February 2019

As at the date of this announcement, the executive Directors are Mr. Chow Mo Lam (Chairman), Mr. Yu Lap On Stephen (Chief Executive Officer) and Mr. Wong Kam Man; and the independent non-executive Directors are Dr. Lung Cheuk Wah, Mr. Ng Ka Lok and Mr. Wong Chi Yung.

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