

Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8053



2015/2016
FIRST QUARTERLY REPORT
第一季度業績報告

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

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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 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 of Pizu Group Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to Pizu Group Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this report or this report misleading.

香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）的特色

創業板的定位，乃為相比起其他在本聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在交易所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告（比優集團控股有限公司各董事願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則的規定而提供有關比優集團控股有限公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，並無誤導及欺詐成分，且並無遺漏任何事實致使本報告所載任何內容或本報告產生誤導。

HIGHLIGHTS

- Turnover of the Group for the quarter ended 30 June 2015 (the "Quarterly Period") were approximately RMB127.85 million, representing a decrease of approximately 27.90% as compared to corresponding period in the previous fiscal year.
- The Group recorded a loss attributable to Owners approximately RMB2.92 million for the Quarterly Period.
- The Group recorded a total comprehensive loss attributable to Owners approximately RMB2.92 million for the Quarterly Period.
- Basic loss per share of the Group was approximately RMB0.002 for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

摘要

- 本集團截至二零一五年六月三十日止季度（「本季度」）之營業額約為人民幣12,785萬元，較上一個財政年度同期下降27.90%。
- 於本季度，本集團記錄之擁有人應佔虧損約為人民幣292萬元。
- 於本季度記錄之擁有人應佔全面虧損總額為人民幣292萬元。
- 本集團於本季度之每股基本虧損約為人民幣0.002元。
- 董事會並不建議就本季度派發任何股息。

UNAUDITED RESULTS FOR THE QUARTER ENDED 30 JUNE 2015

The board of directors (the "Board") of Pizu Group Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the Quarterly Period, together with the unaudited comparative figures for the corresponding period in 2014, as follows:

(Unless otherwise stated, all financial figures presented in this quarterly financial report are denominated in Renminbi ("RMB") thousand dollars)

截至二零一五年六月三十日止季度之未經審核業績

比優集團控股有限公司(「本公司」)董事會(「董事會」)謹公佈本公司及其附屬公司(統稱「本集團」)於本季度之未經審核綜合業績，連同二零一四年同期之未經審核比較數字如下：

(除明確註明外，本季度財務報告內之所有財務數字是以人民幣(「人民幣」)千元列值)

		Three months ended 30 June 截至六月三十日止三個月		
		Notes 附註	2015 二零一五年	2014 二零一四年
Revenue	收益	2	127,845	177,312
Cost of goods sold and services provided	銷售貨品成本及所提供服務		(127,552)	(177,249)
Gross profit	毛利		293	63
Other revenue and other net income	其他收益及其他收入淨額		30	452
Administrative expenses	行政支出		(3,655)	(1,255)
Fair value loss on financial assets at fair value, through profit or loss	透過損益按公平值列帳之金融資產之公平值虧損		-	(3,307)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		402	(5)
Gain on disposal of subsidiaries	出售附屬公司之收益		-	8,377
(Loss)/profit from operating	經營(虧損)/溢利		(2,930)	4,325
Finance costs	融資成本		-	(618)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(2,930)	3,707
Income tax	所得稅	3	8	-
(Loss)/profit for the period	本期間(虧損)/溢利		(2,922)	3,707

Three months ended
30 June
截至六月三十日止三個月

		Notes 附註	2015 二零一五年	2014 二零一四年
Other comprehensive income/(loss) for the period	本期間其他全面收入／(虧損)			
Exchange differences arising from	下列各項產生之匯兌差額			
– reclassification relating to disposal of subsidiaries	– 有關出售附屬公司已重新分類		–	(2,584)
			–	(2,584)
Total comprehensive (loss)/income for the period (net of tax)	本期間全面(虧損)／收入總額(扣除稅項)		(2,922)	1,123
			RMB (Yuan) 人民幣(元)	RMB (Yuan) 人民幣(元)
(Loss)/profit per share Basic and diluted	每股(虧損)／溢利基本及攤薄	5	(0.002)	0.003

Notes:

1. Principal accounting policies

The unaudited quarterly report have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2015.

The quarterly report is unaudited, but has been reviewed by the audit committee of the Company.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

附註：

1. 主要會計政策

未經審核季度報告乃根據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」）及香港聯合交易所有限公司創業板證券上市規則之適用披露規定編製。所採用之會計政策與截至二零一五年三月三十一日止年度之全年財務報表所列載者貫徹一致。

季度報告為未經審核，惟已由本公司審核委員會審閱。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

2. Revenue

An analysis of the revenue from the Group's principal activities, which is also the group's turnover is as follows:

		Three months ended 30 June 截至六月三十日止三個月	
		2015 二零一五年	2014 二零一四年
Continuing operations	持續經營業務		
Sale of commodity goods	銷售商品	127,845	176,637
Discontinued operation	已終止經營業務		
Provision of school network integration services	提供學校網絡整合服務	-	675
Total turnover	總營業額	127,845	177,312

3. Income tax

No provision for profits tax in the Cayman Islands, British Virgin Islands ("BVI") or Hong Kong has been made as the Group has no assessable profit during the Quarterly Period in these jurisdictions.

PRC enterprise income tax

Tax on profits assessable in the PRC has been calculated at the applicable PRC enterprise income tax ("EIT") rate.

2. 收益

本集團主要業務活動收入(亦是本集團營業額)分析如下:

Three months ended 30 June 截至六月三十日止三個月

		2015 二零一五年	2014 二零一四年
Continuing operations	持續經營業務		
Sale of commodity goods	銷售商品	127,845	176,637
Discontinued operation	已終止經營業務		
Provision of school network integration services	提供學校網絡整合服務	-	675
Total turnover	總營業額	127,845	177,312

3. 所得稅

由於本集團於本季度內在開曼群島、英屬處女群島(「英屬處女群島」)或香港並無產生任何應課稅溢利，故並無作出該等司法權區之利得稅撥備。

中國企業所得稅

中國應課稅溢利之稅項乃根據中國企業所得稅之適用稅率計算。

4. Dividends

The Board does not recommend payment of any dividend for the Quarterly Period (Three months ended 30 June 2014: Nil).

5. (Loss)/profit per share

The calculation of basic (loss)/profit per share are based on (loss)/profit attributable to the owners of the Company and the ordinary shares in issue during the period of 1,233,724,860 (2014: 1,233,724,860).

4. 股息

董事會並不建議就本季度派付任何股息(截至二零一四年六月三十日止三個月：無)。

5. 每股(虧損)／溢利

每股基本(虧損)／溢利乃根據本公司擁有人應佔(虧損)／溢利於本期間內已發行普通股股份1,233,724,860股(二零一四年：1,233,724,860股)計算。

Three months ended 30 June
截至六月三十日止三個月

	2015 二零一五年	2014 二零一四年
(Loss)/profit attributable to the owners of the Company 本公司擁有人應佔(虧損)／溢利	(2,922)	3,707

For the period ended 30 June 2015, there is no potentially dilutive share in issue during the period and thus the diluted loss per share is also the same as the basic loss per share.

截至二零一五年六月三十日止期間，本期間並無潛在攤薄股份，因此，每股攤薄虧損亦與每股基本虧損相同。

6. Share capital and reserves

6. 股本及儲備

		Share capital	Share premium	Capital distributable reserve	Contributed surplus	Foreign currency/ translation reserve	Statutory and other	Accumulated losses	Total
		股本	股份溢價	可分佔儲備	實繳盈餘	兌換儲備	法定及其他	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2015	於二零一五年四月一日	21,186	72,452	25,141	933	(17,490)	-	(74,631)	7,585
Loss for the period	期內虧損	-	-	-	-	-	-	(2,922)	(2,922)
At 30 June 2015	於二零一五年六月三十日	<u>21,186</u>	<u>72,452</u>	<u>25,141</u>	<u>933</u>	<u>(17,490)</u>	<u>-</u>	<u>(77,553)</u>	<u>4,633</u>
At 1 April 2014	於二零一四年四月一日	21,186	72,452	25,141	933	(13,486)	1,135	(99,153)	8,208
Profit for the period	期內溢利	-	-	-	-	-	-	3,707	3,707
Exchange differences from	匯兌差額								
- reclassification relating to	- 有關出售附屬公司								
disposal of subsidiaries	之重新分類	-	-	-	-	(2,584)	-	-	(2,584)
At 30 June 2014	於二零一四年六月三十日	<u>21,186</u>	<u>72,452</u>	<u>25,141</u>	<u>933</u>	<u>(16,070)</u>	<u>1,135</u>	<u>(95,446)</u>	<u>9,331</u>

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The turnover of the Group for the three months ended 30 June 2015 was decreased by 27.90% as compared with the same period in 2014. The decrease was mainly attributable to the slowdown of the existing businesses' development resulted from the Group's acquisition of the shares in Ample Ocean Holdings Limited.

The administrative expenses for the three months ended 30 June 2015 were increased for approximately 1.91 times as compared with the same period in 2014. It was mainly due to the increase in the relevant professional fees incurred by the acquisition of business.

CHARGE OF ASSETS

As at 30 June 2015, the Group did not pledge any of its assets.

管理層討論及分析 財務回顧

本集團截至二零一五年六月三十日三個月期間之營業額較二零一四年同期下降約27.90%。營業額下降之主要原因是本集團正致力收購Ample Ocean Holdings Limited之股份，故引致現有業務發展暫緩。

截至二零一五年六月三十日止三個月期間，行政開支較二零一四年同期增加1.91倍。主要原因為本期間本集團因收購業務而引致相關專業費用的增加。

資產抵押

於二零一五年六月三十日，本集團並無抵押任何資產。

BUSINESS REVIEW AND PROSPECTS

Business Review

For the period ended 30 June 2015, the primary income source of the Group came from the trading business of mineral products. Our operation on the business has been getting more sophisticated with time and has been bringing in sustainable revenue for the Group. The Group had also successfully renewed the money lending license on 9 June 2015, and will continue to develop the lending business.

Prospect and Outlook

The Group had completed the acquisition of the entire equity interests of Ample Ocean Holdings Limited ("Ample Ocean") on 28 July 2015. The principal business of Ample Ocean includes the manufacturing and sale of civil explosives and provision of blasting operations and related services. The Board believes the acquisition would allow the Group to diversify into a new line of business with growth potential and to broaden its source of income.

The Group will focus on the development of the mineral products trading business and civil explosives and provision of blasting operations and related services, with an aim to bring substantial and sustainable returns to the shareholders.

業務回顧及前景展望

業務回顧

截至二零一五年六月三十日止期間，本集團的收入主要來自礦產品貿易業務。該業務日趨成熟，為本集團帶來持續性收益。本集團亦於二零一五年六月九日成功續期放債人牌照，繼續發展借貸業務。

業務展望

本集團已於二零一五年七月二十八日成功完成收購Ample Ocean Holdings Limited (「Ample Ocean」) 的全部股權。Ample Ocean之主要業務包括生產及銷售民用爆炸物品及提供爆破作業和相關服務。董事會認為，收購事項可讓本集團多元化業務，進入具有增長潛力之新業務，並拓寬收入來源。

本集團會專注發展礦產品貿易業務，及民用爆炸物品和爆破作業相關業務，以期為股東帶來豐厚及可持續的回報。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2015, the interests or short positions of the Directors (the "Directors") and the chief executive of the Company in the shares, underlying shares (the "Shares") and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept under section 352 of the SFO, or required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

The Company – interests in Shares and underlying Shares

董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零一五年六月三十日，本公司的董事（「董事」）及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（「證券及期貨條例」）第XV部）的股份、相關股份（「股份」）及債券中擁有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的權益或淡倉（包括根據證券及期貨條例有關規定被當作或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內，或根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所的權益或淡倉，如下：

本公司－股份及相關股份權益

Director 董事	Beneficial Owner 實益擁有人	Number of Shares 股份數目		Percentage of Shareholding 持股百分比
		Controlled Corporation 受控制法團		
Mr. Ma Qiang 馬強先生	–	888,740,477 (Note) (附註)		72.04%

Notes:

These Shares are registered in the name of and beneficially owned by Shiny Ocean Holdings Limited ("Shiny Ocean"). Shiny Ocean is 100% legally and beneficially owned by Mr. Ma Qiang.

附註：

該等股份以耀洋控股有限公司（「耀洋」）名義登記並實益擁有。耀洋由馬強先生合法及實益100%擁有。

Save as disclosed above, as at 30 June 2015, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any 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 or short positions which they are taken or deemed to have such provisions which they are taken or deemed to have such provisions of the SFO), or which were recorded in the register required, to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors.

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES UNDER SFO

So far as is known to any Director or chief executive of the Company, as at 30 June 2015, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

除上文所披露者外，於二零一五年六月三十日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券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有關規定被視為或被認為擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據創業板上市規則第5.46至5.67條有關董事進行證券交易的規則而須知會本公司及聯交所之權益或淡倉。

擁有根據證券及期貨條例須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零一五年六月三十日，下列人士（上文所披露之董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉，或預期將直接或間接擁有有權於任何情況在本集團任何其他成員公司之股東大會上表決之任何類別股本面值的10%或以上之權益：

Long positions in shares

股份之好倉

Name 名稱／姓名	Nature of Interest 權益性質	Number of Shares 股份數目	Percentage of shareholding 持股百分比
Shiny Ocean 耀洋	Beneficial owner 實益擁有人 (Note) (附註)	888,740,477	72.04%
Mr. Ma Qiang 馬強先生	Interest of controlled corporation 受控制之權益 (Note) (附註)	888,740,477	72.04%

Notes:

Shiny Ocean, a company incorporated in BVI, wholly and beneficially owned by Mr. Ma Qiang.

Save as disclosed herein, as at 30 June 2015, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO carrying rights to vote in all circumstances at general meetings of any other members of the Group.

附註：

耀洋為於英屬處女群島註冊成立之公司，由馬強先生全資實益擁有。

除本報告所披露者外，本公司並不知悉有任何其他人士（董事或本公司之主要行政人員除外）於二零一五年六月三十日於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之須予披露權益或淡倉（有權在任何情況於本集團任何其他成員公司之股東大會上投票者）。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the three months ended 30 June 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

COMPETING INTERESTS

For the three months ended 30 June 2015, none of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group.

CORPORATE GOVERNANCE PRACTICE

The Board is of the view that the Company has complied with all applicable code provisions set out in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules during the three months ended 30 June 2015.

BOARD PRACTICE AND PROCEDURES

The Company has complied with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules since its Listing.

購買、出售或贖回本公司上市股份

截至二零一五年六月三十日止三個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

競爭權益

截至二零一五年六月三十日止三個月期間，本公司之董事或控股層股東或彼等各自之任何聯繫人(定義見創業板上市規則)概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

企業管治常規

董事會認為本公司已在截至二零一五年六月三十日止三個月期間，一直遵守《創業板上市規則》附錄15所載的《企業管治常規守則》的全部守則條文。

董事會常規及程序

本公司自上市以來一直遵守創業板上市規則第5.34條至第5.45條所載之董事會常規及程序。

SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 30 June 2015, the Company has adopted a code of conduct regarding securities transactions by 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 Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the three months ended 30 June 2015.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee consists of three Independent Non-Executive Directors of the Company, namely Ms. Zhang Lin, Mr. Enhe Bayaer and Ms. Liu Talin.

董事進行證券交易

截至二零一五年六月三十日止三個月內，本公司已就董事進行證券交易採納一套條款嚴格程度不遜於創業板上市規則第5.48條至第5.67條所載之標準交易守則所訂標準之守則。本公司亦已向全體董事作出特定查詢，而就本公司所知，於截至二零一五年六月三十日止三個月內任何時間並無未有遵守該守則及標準交易守則所訂標準之任何事項。

審核委員會

本公司已遵照創業板上市規則，成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為（其中包括）檢討及監督本集團之財務申報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事（即張琳女士、恩和巴雅爾先生和劉塔林女士）所組成。

The Group's unaudited financial statements for the three months ended 30 June 2015 have been reviewed by the audit committee.

As at the date of this report, the Board comprises the follow directors:

Executive directors:

Mr. Ding Baoshan (*Chairman*)

Mr. Xiong Zeke (*Chief Executive Officer*)

Ms. Qin Chunhong

Non-executive director:

Mr. Ma Qiang

Independent non-executive directors:

Ms. Zhang Lin

Mr. Enhe Bayaer

Ms. Liu Talin

By order of the Board

Pizu Group Holdings Limited

Ding Baoshan

Chairman

China, 31 July 2015

本集團截至二零一五年六月三十日止三個月期間之未經審核財務報表已由審核委員會審閱。

於本報告日期，董事會成員包括以下董事：

執行董事：

丁宝山先生(主席)

熊澤科先生(行政總裁)

秦春紅女士

非執行董事：

馬強先生

獨立非執行董事：

張琳女士

恩和巴雅爾先生

劉塔林女士

承董事會命

比優集團控股有限公司

主席

丁宝山

中國，二零一五年七月三十一日

Pizu Group Holdings Limited

比優集團控股有限公司