

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

第三季度業績報告 2018/2019 Third Quarterly Report



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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 GEM 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」）GEM的特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司帶有較高投資風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，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之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

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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GEM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

- Revenue of the Group for the nine months ended 31 December 2018 (the “Period”) was approximately RMB1,037.55 million, representing an increase of approximately 35.10% as compared to the corresponding period in the previous fiscal year.
- The Group recorded a profit attributable to owners of approximately RMB130.65 million for the Period.
- The Group recorded a total comprehensive income attributable to owners approximately RMB132.11 million for the Period.
- Basic profit per share of the Group was approximately RMB0.037 for the Period.
- The Board does not recommend the payment of any dividend for the Period.

摘要

- 本集團截至二零一八年十二月三十一日止九個月期間（「本期間」）之收益約為人民幣103,755萬元，較上個財政年度同期增加約35.10%。
- 本集團於本期間之擁有人應佔溢利約為人民幣13,065萬元。
- 本集團於本期間之擁有人應佔全面收益總額約為人民幣13,211萬元。
- 本集團於本期間之每股基本盈利約為人民幣0.037元。
- 董事會並不建議就本期間派發任何股息。

UNAUDITED RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

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 nine months ended 31 December 2018, together with the unaudited comparative figures for the corresponding periods in 2017, as follows:

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

截至二零一八年十二月三十一日止九個月期間之未經審核業績

比優集團控股有限公司(「本公司」)董事會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至二零一八年十二月三十一日止九個月期間之未經審核綜合業績，連同二零一七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)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 31 December	
		截至十二月三十一日止九個月		截至十二月三十一日止三個月	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		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
Revenue	收益	2,103,551	768,014	467,312	245,022
Cost of goods sold and services provided	銷售貨品成本及所提供服務成本	(737,827)	(492,652)	(337,975)	(167,290)
Gross profit	毛利	299,724	275,362	129,337	77,732
Other income and gain	其他收入及收益	9,674	5,868	2,898	2,083
Share of profit of associates	應佔聯營公司之溢利	10,208	3,656	5,777	3,005
Selling and distribution expenses	銷售及分銷開支	(16,116)	(18,970)	(10,877)	(5,692)
Administrative and other operating expenses	行政及其他經營開支	(57,653)	(49,300)	(23,966)	(20,114)
Other gain and loss	其他收益及損失				
Gain on bargain purchase	廉價購買收益	992	-	-	-
Loss on disposal of a subsidiary	處置子公司損失	(680)	-	-	-
Operating profit	經營溢利	246,149	216,616	103,169	57,014
Finance costs	融資成本	(2,116)	(3,601)	(761)	(1,092)
Profit before income tax	除所得稅前溢利	244,033	213,015	102,408	55,922
Income tax	所得稅	(28,545)	(24,725)	(12,152)	(5,089)

**CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**

簡明綜合全面收益表

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 31 December	
		截至十二月三十一日止九個月		截至十二月三十一日止三個月	
Notes 附註		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit for the period	本期間溢利	215,488	188,290	90,256	50,833
Other comprehensive income for the period	本期間其他全面收益				
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目				
Exchange differences arising from	下列各項產生之匯兌差額				
- translation of foreign operations	- 換算海外業務	1,341	-	2,318	-
- translation of financial statements of subsidiaries	- 換算附屬公司財務報表	-	(2,685)	-	(639)
- reclassification relating to disposal of a subsidiary	- 處置一間子公司有關的重分類	680	-	-	-
Total comprehensive income for the period	本期間全面收益總額	217,509	185,605	92,574	50,194
Profit attributable to:	以下應佔溢利：				
Owners of the Company	本公司擁有人	130,646	114,323	54,970	31,489
Non-controlling interests	非控股權益	84,842	73,967	35,286	19,344
		215,488	188,290	90,256	50,833
Total comprehensive income attributable to:	以下應佔全面收益總額：				
Owners of the Company	本公司擁有人	132,114	111,638	57,532	30,850
Non-controlling interests	非控股權益	85,395	73,967	35,042	19,344
		217,509	185,605	92,574	50,194
		RMB 人民幣元	RMB 人民幣元	RMB 人民幣元	RMB 人民幣元
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄	5 0.037	0.032	0.016	0.009

Notes:

1. Principal accounting policies

The unaudited quarterly report has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and with the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM 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 2018, and new or amended HKFRSs as mentioned in note 3 to the interim report for the six months ended 30 September 2018.

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由香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則（「香港財務報告準則」）以及《香港聯合交易所有限公司GEM證券上市規則》之適用披露規定而編製。所採用之會計政策與截至二零一八年三月三十一日止年度之全年財務報表及與截至二零一八年九月三十日止六個月之中期報告附註3所述的新訂或經修訂的香港財務報告準則所列載者貫徹一致。

季度報告為未經審核，惟已由本公司之審核委員會審閱。

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 is follows:

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 31 December	
		截至十二月三十一日止九個月		截至十二月三十一日止三個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sale of explosives	銷售爆炸物品	248,374	270,495	109,322	56,017
Provision of blasting operations	提供爆破作業	789,177	467,991	357,990	185,124
Sale of commodity goods	銷售商品	-	29,528	-	3,881
Total turnover	總營業額	<u>1,037,551</u>	<u>768,014</u>	<u>467,312</u>	<u>245,022</u>

3. Income tax

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

Two subsidiaries which are incorporated in Tajikistan are subject to a corporate income tax rate of 23% (for activities other than goods production) and 13% (for activity of goods production) respectively. Enterprise Income Tax in the PRC ("EIT") is calculated at the applicable EIT rate of 25%, except that:

- (i) two PRC subsidiaries which have obtained the New and Hi-tech Enterprise recognition are entitled to enjoy preferential EIT rate. One of the subsidiaries is entitled to preferential tax rate of 15% for a period of 3 years from 29 August 2014 and such period is further extended for 3 years to 24 August 2020 after the review by the tax authority on 25 August 2017. One subsidiary is entitled to preferential tax rate of 15% for a period of 3 years from 29 November 2016. One subsidiary which recognised as Hi-tech Enterprise is entitled to preferential tax rate of 15% for a period of 3 years from 1 January 2018.

2. 收益

本集團主要活動之收益分析如下：

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 31 December	
		截至十二月三十一日止九個月		截至十二月三十一日止三個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
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Sale of commodity goods	銷售商品	-	29,528	-	3,881
Total turnover	總營業額	<u>1,037,551</u>	<u>768,014</u>	<u>467,312</u>	<u>245,022</u>

3. 所得稅

並無就開曼群島、英屬處女群島（「英屬處女群島」）或香港之利得稅作出撥備，原因是本集團並無於該等司法權區擁有應課稅溢利。

於塔吉克斯坦註冊成立的兩間附屬公司須分別按企業所得稅率23%（就貨品生產以外業務而言）及13%（就貨品生產業務而言）納稅。中國企業所得稅（「企業所得稅」）乃按25%的適用企業所得稅稅率計算，惟以下除外：

- (i) 已取得高新技術企業資格認可的兩間中國附屬公司可享受優惠企業所得稅稅率。該等附屬公司之一從二零一四年八月二十九日起三年期間可享受15%的優惠稅率，經稅務機關關於二零一七年八月二十五日覆核後，已延長三年至二零二零年八月二十四日。一間附屬公司從二零一六年十一月二十九日起三年期間可享受15%的優惠稅率。一間已取得高新技術企業資格認可的附屬公司從二零一八年一月一日起三年期間可享受15%的優惠稅率。

3. Income tax (Continued)

- (ii) a branch which is located in the Tibet Autonomous Region of the PRC is entitled to preferential tax rate of 9%.

3. 所得稅(續)

- (ii) 一間位於中國西藏自治區之分公司，可享受9%的優惠稅率。

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current tax for the period	本期間的當期稅項				
- EIT	- 企業所得稅	24,292	24,725	10,639	5,089
- Tajikistan corporate income tax	- 塔吉克斯坦企業所得稅	3,454	-	1,513	-
Deferred tax for the period	本期遞延稅項	799	-	-	-
		<u>28,545</u>	<u>24,725</u>	<u>12,152</u>	<u>5,089</u>

4. Dividends

The Board does not recommend payment of any dividend for the nine months ended 31 December 2018 (Nine months ended 31 December 2017: Nil).

4. 股息

董事會並不建議就截至二零一八年十二月三十一日止九個月派付任何股息(截至二零一七年十二月三十一日止九個月：無)。

5. Earnings per share

The calculation of the basic earnings per share is based on the following data:

5. 每股盈利

每股基本盈利乃根據下列數據計算：

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 30 September	
		截至十二月三十一日止九個月		截至九月三十日止三個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit for the period attributable to owners of the Company	本公司擁有人應佔本期間溢利	<u>130,646</u>	<u>114,323</u>	<u>54,970</u>	<u>31,489</u>

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Nine months ended 31 December		Three months ended 30 September	
		截至十二月三十一日止九個月		截至九月三十日止三個月	
		2018 二零一八年 Number of shares 股份數目 '000 千股	2017 二零一七年 Number of shares 股份數目 '000 千股	2018 二零一八年 Number of shares 股份數目 '000 千股	2017 二零一七年 Number of shares 股份數目 '000 千股
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利的普通股加權平均數	<u>3,558,724</u>	<u>3,558,724</u>	<u>3,558,724</u>	<u>3,558,724</u>

For the calculation of diluted earning per share, no adjustment has been made to basic earnings per share for the nine months and three months ended 31 December 2018 and 2017 as there was no dilutive potential ordinary shares in existence for the nine months and three months ended 31 December 2018 and 2017.

就計算每股攤薄盈利而言，於截至二零一八年及二零一七年十二月三十一日止九個月及三個月，並無就每股基本盈利作出調整，原因是截至二零一八年及二零一七年十二月三十一日止九個月和三個月無具攤薄影響之潛在普通股。

6. Acquisition of a subsidiary

During the period, the Group acquired entire equity interest in 西藏廣旭實業有限公司, a company whose principal activity is provision of mining service and subcontracting service. The acquisition was made with the aims to expand the Group's existing scale of operation.

The fair value of identifiable assets and liabilities of the acquiree as at the date of acquisition were:

6. 收購附屬公司

於本期間內，本集團收購西藏廣旭實業有限公司的全部股本權益，該公司的主要業務為提供採礦服務及分包服務。進行收購事項旨在擴大本集團的現有經營規模。

收購日期被收購方的可辨認資產和負債的公平值如下：

		(Unaudited) (未經審核) RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	730
Cash and bank balances	現金及銀行結餘	8,889
Trade receivables	應收貿易賬款	12,450
Other receivables, prepayments and deposits	其他應收賬款、預付款項及按金	36,123
Other payables and accruals	其他應付賬款及應計費用	(57,000)
		<hr/> 1,192
Gain on bargain purchase	廉價購買收益	(992)
		<hr/>
Total consideration	總代價	<u>200</u>
Consideration satisfied by:	代價支付方式：	
Cash	現金	<u>200</u>
Net cash inflow arising from the acquisition:	收購事項產生的淨現金流入：	
Cash consideration paid	支付的現金代價	(200)
Cash and bank balances acquired	取得的現金及銀行結餘	8,889
		<hr/> <u>8,689</u>

The fair value of trade and other receivables amounted to RMB29,129,000. The gross amount of these receivables is RMB29,129,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

應收貿易賬款及其他應收賬款的公平值為人民幣29,129,000元。該等應收賬款的總額為人民幣29,129,000元。該等應收賬款均並無減值，並預期可收回全部合約金額。

7. Disposal of a subsidiary

During the nine months ended 31 December 2018, the Group disposed of its entire interest in Pizu Group Limited to an independent third party at nil consideration.

The net assets of the subsidiary at the date of disposal are set out below:

7. 出售一間附屬公司

於截至二零一八年十二月三十一日止九個月內，本集團以零代價將其於比優集團有限公司的全部權益出售予獨立第三方。

於出售日期，有關附屬公司的淨資產載列如下：

		(Unaudited) (未經審核) RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	—
Net assets disposed of	出售的淨資產	—
Exchange reserve reclassified upon disposal	於出售時將匯兌儲備重新分類	680
		680
Loss on disposal of a subsidiary	出售一間附屬公司的虧損	(680)
Total consideration	總代價	—

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

The revenue of the Group for the nine months ended 31 December 2018 increased by 35.10% as compared with the same period in 2017. The increase in turnover was mainly due to the Group has recently developed Tajikistan market and Tibet market which continue to contribute the enormous revenue.

The selling and distribution expenses for the nine months ended 31 December 2018 decreased by 15.04% as compared with the same period in 2017. It was mainly due to the significant decrease in domestic sales of civil explosives in the first quarter.

管理層討論及分析

財務回顧

本集團截至二零一八年十二月三十一日止九個月期間之收益較二零一七年同期上升35.10%。營業額上升之主要原因為本集團近期開拓的塔吉克斯坦市場及西藏市場持續貢獻了巨大收益。

截至二零一八年十二月三十一日止九個月的銷售及分銷開支較二零一七年同期減少15.04%。此乃主要由於國內民用爆炸物品銷售在第一季度大幅下降所致。

Liquidity and Financial Resources

As at 31 December 2018, the net assets of the Group amounted to approximately RMB792.33 million (31 March 2018: net assets of RMB602.73 million). Current assets amounted to approximately RMB898.81 million (31 March 2018: RMB680.90 million) of which approximately RMB168.65 million (31 March 2018: RMB127.51 million) were cash and bank balances and approximately RMB151.99 million (31 March 2018: RMB201.62 million) were other receivables, prepayments and deposits. The Group's current liabilities amounted to approximately RMB450.72 million (31 March 2018: RMB368.49 million).

Capital Structure

Capital structure of the Group comprises equity plus debts raised by the Group net with cash and cash equivalents. There is no movement in share capital for the nine months ended 31 December 2018.

Significant Investments

During the nine months ended 31 December 2018, the Group did not have any Significant investment.

流動資金及財務資源

於二零一八年十二月三十一日，本集團之資產淨值約為人民幣79,233萬元（二零一八年三月三十一日：資產淨值人民幣60,273萬元）。流動資產約為人民幣89,881萬元（二零一八年三月三十一日：人民幣68,090萬元），其中約人民幣16,865萬元（二零一八年三月三十一日：人民幣12,751萬元）為現金及銀行結餘，另約人民幣15,199萬元（二零一八年三月三十一日：人民幣20,162萬元）為其他應收款、預付帳款及按金。本集團之流動負債約為人民幣45,072萬元（二零一八年三月三十一日：人民幣36,849萬元）。

資本架構

本集團之資本架構由權益加本集團所借之債務扣除現金及現金等值物所組成。截至二零一八年十二月三十一日止九個月，股本並無變動。

重大投資

截至二零一八年十二月三十一日止九個月期間，本集團並無重大投資。

Material Acquisitions

The material acquisition is covered in note 6 to the quarterly report.

Charge of Assets

As at 31 December 2018, certain trade receivables amounted to RMB91,308,000 (31 March 2018: RMB44,004,000) and certain property, plant and equipment amounted to RMB97,511,000 (31 March 2018: RMB95,508,000) were pledged to secure the Group's bank loans.

Capital Commitment

The following is the detail of capital expenditure contracted for but not provided as at 31 December:

重大收購

重大收購已詳列於季度報告附註6內。

資產抵押

於二零一八年十二月三十一日，若干應收貿易賬款達人民幣91,308,000元(二零一八年三月三十一日：人民幣44,004,000元)及若干物業、廠房及設備達人民幣97,511,000元(二零一八年三月三十一日：人民幣95,508,000元)已被質押以擔保本集團的銀行貸款。

資本承擔

以下為於十二月三十一日已訂約但未撥備的資本開支詳情：

		(Unaudited) (未經審核)	(Audited) (經審核)
		31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31 March 2018 二零一八年 三月三十一日 RMB'000 人民幣千元
Commitment for acquisition of property, plant and equipment	購置物業、廠房及設備之承擔	870	3,471
Capital Contribution to an investee Company	向被投資公司注資	-	25,000

Foreign Exchange Exposure and Hedging Policy

Since most of the income and expenses as well as assets and liabilities of the Group are denominated in Renminbi and Tajikistani somoni, the Board considers that the Group has no material foreign exchange exposure and no hedging policy has been taken.

Contingent Liabilities

As at 31 December 2018, the Group did not have any material contingent liabilities (31 March 2018: nil).

Human Resources

As at 31 December 2018, the Group had 2,313 full time employees (31 March 2018: 2,014) in the PRC, Hong Kong and Tajikistan. Staff remuneration packages are determined by reference to prevailing market rates. Staff benefits include mandatory provident fund, personal insurance and discretionary bonus which are based on their performance and contribution to the Group.

外匯風險及對沖政策

由於本集團大部份收支及資產負債乃以人民幣及塔吉克斯坦索莫尼為單位，董事會認為本集團並無重大外匯風險，亦無採取任何對沖政策。

或然負債

於二零一八年十二月三十一日，本集團並無任何重大或然負債（二零一八年三月三十一日：無）。

人力資源

於二零一八年十二月三十一日，本集團在中國、香港及塔吉克斯坦共聘用2,313名全職僱員（二零一八年三月三十一日：2,014名）。員工酬金計劃乃參考現行市場價格釐定。員工福利包括強制性公積金、個人保險及酌情花紅，乃按彼等於本集團之表現及對本集團之貢獻而定。

BUSINESS REVIEW AND PROSPECTS

Business Review

For the period ended 31 December 2018, the primary income source of the Group mainly came from civil explosive manufacturing and service business. After reviewing the business operation in recent years, the Group will focus on civil explosive business due to the fact that this operation can generate substantial and sustainable profit for the Group. Also, the Group will continue to positively expand the provision of blasting operation.

The Group had also successfully renewed the money lender licence on 10 July 2018, and will continue to develop the lending business.

The subsidiary established by our Group in Tajikistan to produce and sell civilian explosives has been successfully put into operation and has started to generate revenue for the Group.

業務回顧及前景展望

業務回顧

截至二零一八年十二月三十一日止期間，本集團的主要收入主要來自民用爆破生產及服務業務。本集團審視近年來的業務運作，會將注意力集中在民用爆破業務上，因該業務可為集團帶來豐厚且穩定的利潤，集團也將繼續大力拓展提供爆破作業的業務。

本集團亦於二零一八年七月十日成功續期放債人牌照，繼續發展借貸業務。

本集團在塔吉克斯坦成立的以生產及銷售民用爆炸物品的子公司已經順利投產，並為本集團開始創造收益。

In addition, as mentioned in the first quarterly report of the Group, the comprehensive environmental inspections in Inner Mongolia caused many mining customers of our Group to cut or even stop production, which led to the direct negative impact on the Group's civil explosive income in Inner Mongolia. The income of civilian explosions in Inner Mongolia has been returned to normal.

Business Outlook

The Group will continue to focus on the development of civil explosive business.

The Group will continue to put more efforts on developing the business of manufacturing of explosives and make steady profit. We endeavor to expand to the downstream business. The Group will seek progress amidst stability, make the best of government policies such as "the Belt and Road" initiative and explore new market. Our Group will strive for the sustainable and positive growth of the business and create stable returns for the shareholders.

另外，在本集團第一季度報告提及的因內蒙地區進行全面環保檢查，令本集團的很多礦業客戶減產甚至停產，導致本集團內蒙地區的民爆收入受到直接負面影響的事件已經消除，內蒙地區的民爆收入已經全面恢復正常。

業務展望

本集團仍將專注發展民用爆破業務。

本集團會繼續做好炸藥生產業務，獲取穩定收益並積極向下游拓展。本集團也會穩中求新，充分利用「一帶一路」等政策，積極拓展新市場。我集團將努力爭取業務的可持續及正面增長，並為股東創造穩定的回報。

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

As at 31 December 2018, the interests or short positions of the Directors (the "Directors") and the chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were 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 required, to be entered in the register required to be kept under section 352 of the SFO, or which were 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:

**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**

於二零一八年十二月三十一日，本公司之董事（「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）之股份及相關股份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之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），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及淡倉，或根據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，如下：

The Company – interests in Shares and underlying Shares

本公司－股份及相關股份權益

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Ma Qiang (resigned as a Director on 9 January 2019) 馬強先生 (於二零一九年一月九日辭去董事職務)	Interest of a controlled corporation (Note 3) 受控制法團之權益(附註3)	1,209,329,665 ordinary shares (L) 1,209,329,665股普通股(L)	33.98%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and section 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	688,053,557 ordinary shares (L) (Note 4) 688,053,557股普通股(L)(附註4)	19.33%
Mr. Xiong Zeke 熊澤科先生	Interest of a controlled corporation (Note 5) 受控制法團之權益(附註5)	80,811,927 ordinary shares (L) 80,811,927股普通股(L)	2.27%
	Beneficial owner 實益擁有人	10,793,333 ordinary shares (L) (Note 5) 10,793,333股普通股(L)(附註5)	0.30%
Ms. Qin Chunhong 秦春紅女士	Interest of a controlled corporation (Note 6) 受控制法團之權益(附註6)	34,024,908 ordinary shares (L) 34,024,908股普通股(L)	0.96%
	Beneficial owner 實益擁有人	540,000 ordinary shares (L) 540,000股普通股(L)	0.01%

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Liu Fali 劉發利先生	Beneficial owner 實益擁有人	240,415,854 ordinary shares (L) 240,415,854股普通股(L)	6.76%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and section 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,657,167,368 ordinary shares (L) (Note 4) 1,657,167,368股普通股(L) (附註4)	46.57%
Mr. Ma Tianyi 馬天逸先生	Beneficial owner 實益擁有人	3,000,000 ordinary shares (L) 3,000,000股普通股(L)	0.08%

Notes:

- The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
- The percentage of shareholding is calculated based on the number of issued shares of the Company as at 31 December 2018.
- These shares were held by Shiny Ocean, the entire issued share capital of which was owned by Mr. Ma Qiang. Accordingly, Mr. Ma Qiang was deemed to be interested in all the shares in which Shiny Ocean was interested by virtue of the SFO.

附註：

- 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
- 股權比例乃根據本公司於二零一八年十二月三十一日之已發行股份數目計算。
- 該等股份由耀洋持有，其全部已發行股本由馬強先生擁有。因此根據證券及期貨條例，馬強先生被視為於耀洋持有的所有股份中擁有權益。

4. These shares represented the interests of Mr. Ma Suocheng, Ms. Ma Ye, Ms. Ma Xia and Mr. Liu Fali in 151,666,666, 124,005,000, 172,166,037 and 240,215,854 shares of the Company respectively.

Pursuant to an irrevocable undertaking (the "Irrevocable Undertaking") dated 22 June 2015 given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang. Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali had undertaken, among others, (i) to exercise the conversion rights attached to the respective Convertible Bonds held by them in accordance with the direction of Mr. Ma Qiang; (ii) to exercise their voting rights as shareholders of the Conversion Shares (upon the exercise of the conversion rights attached to the respective Convertible Bonds held by them) in the shareholders' meeting of the Company in accordance with the direction of Mr. Ma Qiang; and (iii) not to transfer the conversion rights nor Conversion Shares they obtained upon the exercise of the conversion rights to any third party without prior written consent from Mr. Ma Qiang.

Accordingly, Mr. Ma Qiang was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali were interested by virtue of the SFO.

5. These shares represented the interests of Fabulous Seeker Holdings Limited in 80,811,927 shares of the Company. As the entire issued share capital of Fabulous Seeker Holdings Limited was owned by Mr. Xiong Zeke, he was deemed to be interested in all the shares in which Fabulous Seeker Holdings Limited was interested by virtue of the SFO.
6. These shares includes the interests of Crystal Sky Development Inc. in 34,024,908 shares of the Company which is equally owned by Ms. Qin and her son. Ms. Qin was deemed to be interested in all the Shares by the virtue of the SFO.

4. 該等股份為馬鎖程先生、馬擘女士、馬霞女士和劉發利先生分別持有的151,666,666股、124,005,000股、172,166,037股及240,215,854股本公司股份之權益。

根據馬鎖程先生、馬霞女士、馬擘女士及劉發利先生於二零一五年六月二十二日向馬強先生作出的不可撤銷承諾（「不可撤銷承諾」），馬鎖程先生、馬霞女士、馬擘女士及劉發利先生承諾（其中包括）(i)根據馬強先生的指示行使根據向彼等發行的可換股債券所附的兌換權；(ii)根據馬強先生的指示於本公司股東大會上以股東身份行使換股股份（於可換股債券所附兌換權獲行使時）之投票權；及(iii)未經馬強先生事先書面同意，不會向任何第三方轉讓兌換權及彼等於任何兌換權獲行使時獲得的換股股份。

因此根據證券及期貨條例，馬強先生被視為於馬鎖程先生、馬霞女士、馬擘女士及劉發利先生持有的所有股份中擁有權益。

5. 該等股份為Fabulous Seeker Holdings Limited持有的80,811,927股本公司股份之權益。由於Fabulous Seeker Holdings Limited的全部已發行股本由熊澤科先生擁有，根據證券及期貨條例，彼被視為於Fabulous Seeker Holdings Limited持有的所有股份中擁有權益。
6. 該等股份包含Crystal Sky Development Inc.持有的34,024,908股本公司股份中擁有權益，該等股份由秦女士及其兒子同等擁有。根據證券及期貨條例，秦女士被視為於所有該等股份中擁有權益。

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of, the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have 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 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 otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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 31 December 2018, 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 as recorded in the register required to be kept under section 336 of the SFO:

除上文所披露者外，於二零一八年十二月三十一日，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認為或視作擁有之權益或淡倉），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GEM上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

根據證券及期貨條例擁有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，於二零一八年十二月三十一日，下列人士（上文所披露之本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例336條須存置之登記冊所記錄之權益或淡倉：

Long positions in shares

股份之好倉

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Shiny Ocean 耀洋	Beneficial owner 實益擁有人	1,209,329,665 ordinary shares (L) 1,209,329,665股普通股(L)	33.98%
Mr. Ma Suocheng 馬鎖程先生	Beneficial owner 實益擁有人	151,666,666 ordinary shares (L) (Note 3) 151,666,666股 普通股(L)(附註3)	4.26%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and section 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的 本公司的權益	1,745,716,556 ordinary shares (L) (Note 4) 1,745,716,556股 普通股(L)(附註4)	49.05%

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Ms. Ma Xia 馬霞女士	Beneficial owner 實益擁有人	172,166,037 ordinary shares (L) (Note 3) 172,166,037股 普通股(L)(附註3)	4.84%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and section 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的 本公司的權益	1,725,217,185 ordinary shares (L) (Note 4) 1,725,217,185股 普通股(L)(附註4)	48.48%

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Ms. Ma Ye 馬擘女士	Beneficial owner 實益擁有人	124,005,000 ordinary shares (L) (Note 3) 124,005,000股 普通股(L)(附註3)	3.48%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and section 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,773,378,222 ordinary shares (L) (Note 4) 1,773,378,222股 普通股(L)(附註4)	49.83%
Mr. Yang Tao 楊濤先生	Beneficial owner 實益擁有人	273,039,268 ordinary shares (L) 273,039,268股 普通股(L)	7.67%
Mr. Li Man 李滿先生	Beneficial owner 實益擁有人	272,739,268 ordinary shares (L) 272,739,268股 普通股(L)	7.66%
Mr. Lv Wenhua 呂聞華先生	Beneficial owner 實益擁有人	240,415,854 ordinary shares (L) 240,415,854股 普通股(L)	6.76%

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
2. The percentage of shareholding is calculated based on the number of issued shares of the Company as at 31 December 2018.
3. These shares represented the interests of Mr. Ma Suocheng, Ms. Ma Ye, Ms. Ma Xia and Mr. Liu Fali in 151,666,666, 124,005,000, 172,166,037 and 240,215,854 shares of the Company respectively.
4. By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the Shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; and (3) Ms. Ma Ye was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang were interested.

Save as disclosed herein, as at 31 December 2018, 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.

附註：

1. 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
2. 股權比例乃根據本公司於二零一八年十二月三十一日之已發行股份數目計算。
3. 該等股份為馬鎖程先生、馬擘女士、馬霞女士和劉發利先生分別持有的151,666,666股、124,005,000股、172,166,037股及240,215,854股本公司股份之權益。
4. 根據證券及期貨條例以及馬鎖程先生、馬霞女士、馬擘女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎖程先生被視為於馬霞女士、馬擘女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎖程先生、馬擘女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬擘女士被視為於馬鎖程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎖程先生、馬霞女士、馬擘女士及馬強先生擁有權益之所有股份中擁有權益。

除本報告所披露者外，本公司並不知悉有任何其他人士（本公司之董事或主要行政人員除外）於二零一八年十二月三十一日於股份中擁有須記錄於根據證券及期貨條例第336條存置之登記名冊並須予披露之權益或淡倉。

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

During the nine months ended 31 December 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares (nine months ended 31 December 2017: nil).

COMPETING INTERESTS

For the nine months ended 31 December 2018, none of the Directors or the management shareholders or any of their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which causes or may cause any significant competition with the business of the Group.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and has complied with all the code provisions as set out in the Code on Corporate Governance Practices ("Code") contained in Appendix 15 of the GEM Listing Rules throughout the period under review.

購買、出售或贖回本公司上市股份

於截至二零一八年十二月三十一日止九個月，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（截至二零一七年十二月三十一日止九個月：無）。

競爭權益

截至二零一八年十二月三十一日止九個月期間，本公司之董事、管理層股東或彼等各自之任何聯繫人（定義見GEM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。

遵守《企業管治常規守則》

於回顧期間內，本公司已一直應用《GEM上市規則》附錄15《企業管治常規守則》（「該守則」）所載之原則，並已遵守其中所列載之所有守則條文。

SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 31 December 2018, the Company has adopted a code of conduct regarding Directors' 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 Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the nine months ended 31 December 2018.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provisions C.3.1 to C.3.6 of the Code. 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 is composed of the three independent non-executive Directors of the Company, namely Ms. Zhang Lin, Ms. Liu Talin and Ms. Yao Yunzhu.

董事進行證券交易

截至二零一八年十二月三十一日止九個月期間內，本公司已就董事進行證券交易採納一套比《GEM上市規則》第5.48至第5.67條所載之交易必守標準更高的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉截至二零一八年十二月三十一日止九個月期間內任何時間未有遵守該守則及交易必守標準之任何事項。

審核委員會

本公司已遵照《GEM上市規則》第5.28條至第5.33條及該守則的守則條文C.3.1至C.3.6成立審核委員會並以書面方式列明其職權範圍。審核委員會之主要職責為（其中包括）審閱及監督本集團之財務匯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、劉塔林女士和姚芸竹女士）所組成。

The Group's draft unaudited financial statements for the nine months ended 31 December 2018 have been reviewed and commented by the members of the audit committee.

During the quarter ended 31 December 2018 and up to the date of this report, the Board comprises the following directors:

Executive directors:

Mr. Xiong Zeke (*Chairman*) (re-designated from Chief Executive Officer on 9 January 2019)
Mr. Ma Tianyi (*Vice Chairman*) (re-designated from Assistant to the Chairman on 9 January 2019)
Mr. Liu Fali (*Chief Executive Officer*) (re-designated from Chief Operating Officer on 9 January 2019)
Mr. Ma Gangling (*Chief Operating Officer*) (appointed on 9 January 2019)
Ms. Qin Chunhong
Ms. Ma Ye (appointed on 9 January 2019)
Mr. Ma Qiang (resigned on 9 January 2019)
Mr. Ding Baoshan (resigned on 9 January 2019)

Independent non-executive directors:

Ms. Zhang Lin
Ms. Liu Talin
Ms. Yao Yunzhu
Mr. Enhe Bayaer (resigned on 27 July 2018)

By order of the Board

Pizu Group Holdings Limited

Xiong Zeke

Chairman

PRC, 31 January 2019

本集團截至二零一八年十二月三十一日止九個月期間之未經審核財務報表文稿已由審核委員會成員審閱並由其對此提供意見。

於截至二零一八年十二月三十一日止季度內及截至本報告日期，董事會成員包括以下董事：

執行董事：

熊澤科先生 (*主席*)
(於二零一九年一月九日由行政總裁調任)
馬天逸先生 (*副主席*)
(於二零一九年一月九日由主席助理調任)
劉發利先生 (*行政總裁*) (於二零一九年一月九日由首席運營官調任)
馬綱領先生 (*首席運營官*)
(於二零一九年一月九日獲委任)
秦春紅女士
馬曄女士 (於二零一九年一月九日獲委任)
馬強先生 (於二零一九年一月九日辭任)
丁宝山先生 (於二零一九年一月九日辭任)

獨立非執行董事：

張琳女士
劉塔林女士
姚芸竹女士
恩和巴雅爾先生
(於二零一八年七月二十七日辭任)

承董事會命

比優集團控股有限公司

主席

熊澤科

中國，二零一九年一月三十一日

Pizu Group Holdings Limited

比優集團控股有限公司