



**DLCASIA**

**DLC ASIA LIMITED**  
**衍匯亞洲有限公司\***

(incorporated in the Cayman Islands with limited liability)

Stock code : 8210

FIRST QUARTERLY REPORT

**2020**

\* For identification purpose only

## **CHARACTERISTICS OF GEM (“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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “**Directors**”) of DLC Asia 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 report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. LAU Ming Yeung, Lambert (*Chairman*)  
Mr. CHOI Man Ho (*Chief Executive Officer*)  
Mr. NG Yu Fai  
Mr. SHIU Kam Man

#### Independent Non-executive Directors

Mr. VOON David Hian-fook  
Mr. OR Kevin  
Mr. WU Ping Lam Michael David

### AUDIT COMMITTEE

Mr. OR Kevin (*Chairman*)  
Mr. VOON David Hian-fook  
Mr. WU Ping Lam Michael David

### REMUNERATION COMMITTEE

Mr. VOON David Hian-fook (*Chairman*)  
Mr. WU Ping Lam Michael David  
Mr. LAU Ming Yeung, Lambert

### NOMINATION COMMITTEE

Mr. WU Ping Lam Michael David (*Chairman*)  
Mr. VOON David Hian-fook  
Mr. LAU Ming Yeung, Lambert

### COMPANY SECRETARY

Mr. WONG Tin Yu, *ACS, ACIS*

### COMPLIANCE OFFICER

Mr. CHOI Man Ho

### AUTHORIZED REPRESENTATIVES

*(for the purpose of the GEM Listing Rules)*

Mr. LAU Ming Yeung, Lambert  
Mr. CHOI Man Ho

### COMPLIANCE ADVISER

Red Sun Capital Limited

### LEGAL ADVISER

Michael Li & Co.

### AUDITOR

SHINEWING (HK) CPA Limited

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 2601-3, Tai Tung Building  
8 Fleming Road, Wanchai  
Hong Kong

### CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111, Cayman Islands

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong

### PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited

### STOCK CODE

8210.HK

### WEBSITE

[www.derivaasia.com](http://www.derivaasia.com)

## FIRST QUARTERLY RESULTS

The board of Directors (the "Board") of the Company announces the unaudited condensed consolidated first quarterly results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30 June 2020, together with the comparative unaudited figures for the corresponding period in 2019 as follows.

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

For the three months ended 30 June 2020

	NOTES	Three months ended 30 June	
		2020 HK\$'000 (unaudited)	2019 HK\$'000 (unaudited)
Revenue	4	17,053	14,305
Other income and gains, net	5	828	37
Total revenue and other income		17,881	14,342
Depreciation		(695)	(691)
Staff costs		(13,385)	(7,626)
Other operating expenses		(4,620)	(7,171)
Finance costs	6	(35)	(23)
Loss before tax	7	(854)	(1,169)
Income tax (expense) credit	8	(24)	17
Loss and total comprehensive expense for the period attributable to the owners of the Company		(878)	(1,152)
Loss per share (HK cents)			
Basic and diluted	10	(0.12)	(0.16)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2020

	Share capital HK\$'000	Share premium HK\$'000	Attributable to the owners of the Company				Retained profits HK\$'000	Total HK\$'000
			Shareholder's contribution reserve HK\$'000	Shares held for the share award scheme HK\$'000 (Note (a))	Share-based payment reserve HK\$'000 (Note (b))	Other reserve HK\$'000 (Note (c))		
At 1 April 2020 (audited)	8,000	34,929	19,272	(19,272)	-	6,800	36,455	86,184
Equity-settled share-based compensation expenses	-	-	-	-	2,970	-	-	2,970
Issue of shares under the share award scheme	-	(1,057)	-	1,533	(476)	-	-	-
Loss and total comprehensive expense for the period	-	-	-	-	-	-	(878)	(878)
As at 30 June 2020 (unaudited)	8,000	33,872	19,272	(17,739)	2,494	6,800	35,577	88,276
At 1 April 2019 (audited)	8,000	34,929	-	-	-	6,800	36,912	86,641
Loss and total comprehensive expense for the period	-	-	-	-	-	-	(1,152)	(1,152)
Contribution by a controlling shareholder to the share award scheme (Note (a))	-	-	19,272	(19,272)	-	-	-	-
As at 30 June 2019 (unaudited)	8,000	34,929	19,272	(19,272)	-	6,800	35,760	85,489

### Notes:

- (a) On 10 April 2019, Oasis Green Ventures Limited ("**Oasis Green**"), the immediate holding company wholly owned by Mr. Yu Kwok Tung ("**Mr. Yu**"), who was also a non-executive director of the Company until 1 June 2020, contributed 88,000,000 shares to the share pool maintained by the trustee under share award scheme at nil consideration as incentive to attract and retain eligible participants under the share award scheme adopted by the Company for the long term development of the Group. The fair value of the ordinary shares of the Company, determined using the published price available at the date of the transfer, was HK\$0.219 per share.

During the three months ended 30 June 2020, 7,000,000 shares have been vested under the share award scheme.

- (b) It represents the portion of the grant date fair value of the shares granted to the directors and employees of the Company and its subsidiaries under the share award scheme that has been recognised in accordance with the accounting policy adopted for share-based payments.
- (c) Other reserve represented the difference between the nominal amount of the share capital of De Riva Asia Limited ("**De Riva**") and the nominal amount of the share capital issued by the Company pursuant to the Reorganisation (as defined in the prospectus of the Company dated 14 August 2018).

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2020

### 1. GENERAL

The Company was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 1 November 2017 and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited on 27 August 2018. Its immediate holding company is Oasis Green, a company with limited liability incorporated in the British Virgin Islands. Its ultimate beneficial owner is Mr. Yu.

The addresses of the registered office and the principal place of business of the Company are Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Units 2601-3 Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong respectively.

The Company is an investment holding company. Its major operating subsidiary, De Riva, was involved in the business of dealing in securities and futures contracts as a futures non-clearing dealer.

The functional currency of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") is Hong Kong dollar ("HK\$"), which is the same as the presentation currency of the condensed consolidated financial statements.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group for the three months ended 30 June 2020 have been prepared in accordance with the applicable disclosure provisions of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The significant accounting policies that have been used in the preparation of these condensed consolidated financial statements for the three months ended 30 June 2020 are consistent with those adopted in the Group's consolidated financial statements for the year ended 31 March 2020.

In the current period, the Group has adopted all the new and revised HKFRSs amendments to HKASs and interpretations ("Ints") (hereinafter collectively referred to as "new and revised HKFRSs") issued by the HKICPA that are relevant to the Group and effective for accounting periods beginning on or after 1 April 2020.

The adoption of these new and revised HKFRSs has had no material effect on Group's financial performance and position reported for the current and prior periods.

The Group has not early adopted the new and revised HKFRSs issued by the HKICPA that have been issued but are not yet effective for the current period. The directors of the Company anticipate that the application of the new and revised HKFRSs will have no material impact on the results and financial position of the Group.

#### 4. REVENUE

Revenue represents the amounts received and receivable for services provided in the normal course of business.

	Three months ended 30 June	
	2020	2019
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Commission income from dealing in securities and futures contracts as a futures non-clearing broker	17,053	14,305

#### 5. OTHER INCOME AND GAINS, NET

	Three months ended 30 June	
	2020	2019
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Bank interest income	5	34
Exchange gain, net	56	-
Sundry income	-	3
Government subsidies	767	-
	828	37

#### 6. FINANCE COSTS

	Three months ended 30 June	
	2020	2019
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interest expense on:		
Overdrafts	25	1
Lease liabilities	10	22
	35	23



## 7. LOSS BEFORE TAX

	Three months ended 30 June	
	2020	2019
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging:		
Auditor's remuneration	50	55
Exchange loss, net	–	61
Depreciation of property and equipment	245	241
Depreciation of right-of-use assets	450	450
Error and facilitation expenses (Note)	529	3,162

Note: The amount includes a loss on material human error trade of approximately HK\$2,700,000 during the period ended 30 June 2019. Details of the event are set out in the Company's announcement dated 21 May 2019.

## 8. INCOME TAX (EXPENSE) CREDIT

	Three months ended 30 June	
	2020	2019
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Hong Kong:		
Current tax for the period	(41)	–
Deferred tax	17	17
	(24)	17

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits during the three months ended 30 June 2020 and 2019.

## **9. DIVIDEND**

No dividend was paid, declared or proposed during the three months ended 30 June 2020 and 2019.

## **10. LOSS PER SHARE**

Basic and diluted loss per share amount are calculated by dividing the loss for the period ended 30 June 2020 attributable to the owners of the Company of approximately HK\$878,000 by the weighted average number of ordinary shares in issue of 718,615,385 during the period, excluding shares held under the Company's share award scheme.

Basic and diluted loss per share amount are calculated by dividing the loss for the period ended 30 June 2019 attributable to the owners of the Company of approximately HK\$1,152,000 by the weighted average number of ordinary shares in issue of 720,703,297 during the period, excluding shares held under the Company's share award scheme.

Diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares outstanding during the periods.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The Group is an interdealer broker in Hong Kong providing derivatives brokerage services to the professional investors (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) (the “Professional Investors”) through its wholly-owned subsidiary, De Riva, which is a licensed corporation under the SFO and a HKFE Exchange Participant. De Riva is licensed by the Securities and Futures Commission of Hong Kong (the “SFC”) to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities in Hong Kong for Professional Investors without providing any margin financing services. Under the licensing condition, De Riva can only provide services to Professional Investors.

The principal business of the Group is derivatives brokerage, which involves matching and/or executing and settling derivatives trade orders for the customers. When the customers place a trade order, it usually involves a combination of futures and options and other derivatives products, which are typically viewed as a single product by the customers in the derivatives market. During the period under review, the Group derived all of the revenue from commission income for derivatives brokerage services provided to the customers.

For the three months ended 30 June 2020, the trade orders involved listed derivatives products which were either executed on the Hong Kong Exchanges and Clearing Limited (the “HKEx”) or Singapore Exchange (the “SGX”), and non-listed derivatives products which were all executed over-the-counter (“OTC”). The Group has, through De Riva, entered into arrangements with a number of execution brokers to provide derivative services for SGX listed derivatives and HKEx listed single stock options as De Riva does not have the relevant trading rights. Hence, De Riva acted as an agent to arrange for and match up trade orders without providing any execution, settlement or clearing services, and trading parties are directly responsible for all risks involved in the OTC transactions.

For the three months ended 30 June 2020, the revenue was approximately HK\$17.1 million, representing an increase of approximately 19.6% when compared with the revenue of approximately HK\$14.3 million of the corresponding period in 2019.

## FINANCIAL REVIEW

### Revenue

The revenue increased from approximately HK\$14.3 million for the three months ended 30 June 2019 to approximately HK\$17.1 million for the three months ended 30 June 2020, representing an increase of approximately 19.6%. The increase was mainly due to the increase in trade volume for HKEx.

The following table sets forth the revenue breakdown for the three months ended 30 June 2020, together with the comparative results for the corresponding period in 2019:

	For the three months ended 30 June 2020		2019	
	(Unaudited) HK\$'000	%	(Unaudited) HK\$'000	%
HKEx	14,918	87.5	11,051	77.2
SGX	801	4.7	1,796	12.6
OTC	1,334	7.8	1,458	10.2
TOTAL	17,053	100.0	14,305	100.0

### Staff costs

Staff costs comprise salaries, provident fund contribution and other allowance. The staff costs increased from approximately HK\$7.6 million for the three months ended 30 June 2019 to approximately HK\$13.4 million for the three months ended 30 June 2020, representing an increase of approximately 76.3%. The increase was mainly attributable to the increase in bonus which was in line with the increase in revenue of the Group and the increase of share-based payment expenses, netting off by the decrease in number of staff compared to the corresponding period in 2019.

### Other operating expenses

The other operating expenses decreased from approximately HK\$7.2 million for the three months ended 30 June 2019 to approximately HK\$4.6 million for the three months ended 30 June 2020, representing a decrease of approximately 36.1%. The decrease was mainly due to the decrease in error expenses.

The error expenses for the three months ended 30 June 2020 was approximately HK\$529 thousand, representing a decrease of approximately HK\$2.7 million or 83.5% over the corresponding period of approximately HK\$3.2 million in 2019. It was due to the one-off incident on 21 May 2019, where De Riva, an indirect wholly owned subsidiary of the Company, recorded a material human error trade resulting a loss of approximately HK\$2.7 million. The error trade was resulted from the unfamiliarity of the execution broker in using the new system imposed by the Hong Kong Futures Exchange Limited.

### Income tax (expense)/credit

Income tax expense for the three months ended 30 June 2020 was approximately HK\$24 thousand, while the income tax credit of the corresponding period in 2019 was approximately HK\$17 thousand. Such change from income tax credit to income tax expense was mainly attributable to decrease in deferred tax liability arising from taxable temporary difference during the three months ended 30 June 2019.

### Loss for the period

The Group recorded a loss of approximately HK\$0.9 million for the three months ended 30 June 2020 (three months ended 30 June 2019: HK\$1.2 million). The decrease in loss was mainly due to the increase in revenue, decrease in other operating expenses netting off by the increase in staff costs during the three months ended 30 June 2020 as discussed above.

## ERROR EXPENSES AND FACILITATION EXPENSES

The Group's error expenses and facilitation expenses for the new error report filings are as follows:

	<b>Error Expenses</b> HK\$'000 (Unaudited)	<b>Facilitation Expenses</b> HK\$'000 (Unaudited)
April 2020	15	182
May 2020	-	168
June 2020	-	164

Note: The new error report filings were put into practice on 13 December 2017.

The error trades are generally resulted from unintentional human errors and the daily business operations are closely monitored by the management team.

## TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the three months ended 30 June 2020. To manage liquidity risk, the Group monitors the liquidity position daily to ensure that the liquidity structure of the Group's assets, liabilities and other commitment can meet the funding and SFC regulatory requirement.

## CAPITAL STRUCTURE

On 30 July 2018, the Company increased its authorised share capital to HK\$50 million divided into 5,000,000,000 ordinary shares of the Company (the "Shares") of HK\$0.01 each.

The Shares were subsequently listed on GEM of the Stock Exchange on 27 August 2018. There has been no change in the capital structure of the Group since then. The share capital of the Company only comprises ordinary Shares.

As at the date of this report, the Company's issued share capital was HK\$8 million divided into 800,000,000 ordinary Shares of HK\$0.01 each.

## **CAPITAL COMMITMENTS**

As at 30 June 2020 and 30 June 2019, the Group did not have any capital commitments.

## **SIGNIFICANT INVESTMENT**

The Group did not acquire or hold any significant investment during the period under review.

## **EVENT AFTER THE REPORTING DATE**

There was no significant event relevant to the business or financial performance of the Group that has come to the attention of the Directors after the three months ended 30 June 2020 and up to the date of this report.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

As at 30 June 2020, the Group did not have other plans for material investments and capital assets save as disclosed in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 14 August 2018.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

During the three months ended 30 June 2020, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures.

## **CONTINGENT LIABILITIES**

As at 30 June 2020 and 30 June 2019, the Group did not have any material contingent liabilities.

## **EXPOSURE TO EXCHANGE RATE FLUCTUATIONS**

The Group's revenue generating operations are mainly transacted in HK\$ and US\$. The Directors consider the impact of foreign exchange exposure to the Group to be minimal.

## **PLEDGE OF ASSETS**

As at 30 June 2020 and 30 June 2019, the Group did not pledge any of its assets.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 June 2020, the Group had 28 staff (as at 30 June 2019: 33) in total. The Group's remuneration policy is based on the duties, responsibilities, experiences, skills, time commitment, performance of the relevant director or member of senior management of the Group and are made with reference to those paid by comparable companies. The employees are remunerated with monthly salaries and discretionary bonuses based on individual performance, market performance, the Group's profit as a whole and comparable market levels. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage, other allowances and benefits.

## DIVIDEND

The Board has resolved not to declare an interim dividend for the three months ended 30 June 2020 (three months ended 30 June 2019: nil).

## USE OF PROCEEDS

The Shares were listed on GEM on 27 August 2018. The net proceeds from the initial public offering and placing of new Shares were approximately HK\$27.3 million after deduction of listing related expenses.

Since the Listing Date and up to 30 June 2020, approximately HK\$10.6 million of the net proceeds has been utilised as follows:

	Planned use of net proceeds					Actual use of net proceeds	
	Up to 30 September 2018 HK\$'000	For the six months ended 31 March 2019 HK\$'000	For the six months ended 30 September 2019 HK\$'000	For the six months ended 31 March 2020 HK\$'000	For the six months ending 30 September 2020 HK\$'000	Total HK\$'000	Up to 30 June 2020 HK\$'000
To apply for becoming a Clearing Participant	-	-	11,040	480	480	12,000	258
To expand our OTC product coverage	-	1,104	1,897	2,128	2,128	7,257	3,686
To use for office expansion plan	6,028	-	-	-	-	6,028	5,691
To expand our licensed broker team	-	-	665	665	665	1,995	1,006
	6,028	1,104	13,602	3,273	3,273	27,280	10,641

All unutilised proceeds are deposited into interest-bearing bank accounts with licensed banks and/or financial institutions in Hong Kong.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### DISCLOSURE OF INTERESTS

#### Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as 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 the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

#### *Long position in ordinary Shares*

Name of Director	Capacity/nature of interest	Number of Shares involved	Approximate percentage* of shareholding in the Company
Mr. Ng Yu Fai	Interest of controlled corporation	54,000,000 (Note 1)	6.75%
	Beneficial interest	14,000,000 (Note 2)	1.75%
		68,000,000	8.50%
Mr. Choi Man Ho	Interest of controlled corporation	36,000,000 (Note 3)	4.50%
	Beneficial interest	16,800,000 (Note 4)	2.10%
		52,800,000	6.60%
Mr. Shiu Kam Man	Beneficial interest	39,200,000 (Note 5)	4.90%
Mr. Lau Ming Yeung, Lambert	Interest of controlled corporation	32,000,000 (Note 6)	4.00%

Notes:

1. These Shares are held by Dense Jungle Limited, which is wholly owned by Mr. Ng Yu Fai. By virtue of the SFO, Mr. Ng Yu Fai is deemed to be interested in these Shares held by Dense Jungle Limited.
2. These represent Shares granted to Mr. Ng Yu Fai pursuant to the share award scheme of the Company adopted on 4 April 2019, which will be held on trust by the trustee until the Shares are vested. As at 30 June 2020, 7,000,000 of these Shares have vested. For details about the scheme, please refer to the paragraph headed "Share award scheme".



3. These Shares are held by Beyond Delta Limited, which is wholly owned by Mr. Choi Man Ho. By virtue of the SFO, Mr. Choi Man Ho is deemed to be interested in these Shares held by Beyond Delta Limited.
  4. These represent Shares granted to Mr. Choi Man Ho pursuant to the share award scheme of the Company adopted on 4 April 2019, which will be held on trust by the trustee until the Shares are vested. For details about the scheme, please refer to the paragraph headed "Share award scheme".
  5. These represent Shares granted to Mr. Shiu Kam Man pursuant to the share award scheme of the Company adopted on 4 April 2019, which will be held on trust by the trustee until the Shares are vested. For details about the scheme, please refer to the paragraph headed "Share award scheme".
  6. These Shares are held by Ocean Lead Holdings Limited, which is wholly owned by Mr. Lau Ming Yeung, Lambert. By virtue of the SFO, Mr. Lau Ming Yeung, Lambert is deemed to be interested in these Shares held by Ocean Lead Holdings Limited.
- \* The percentage represents the number of ordinary Shares involved divided by the number of issued Shares of the Company as at 30 June 2020.

Save as disclosed above, as at 30 June 2020, neither the Directors nor the chief executive of the Company had any interests and/or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as 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 the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

## Substantial shareholders' interests and short positions in the Shares and underlying Shares

As at 30 June 2020, the following corporations or persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### *Long position in ordinary Shares*

<b>Name of shareholder</b>	<b>Capacity/ nature of interest</b>	<b>Number of Shares involved</b>	<b>Approximate percentage+ of shareholding in the Company</b>
Oasis Green Ventures Limited	Beneficial owner	278,000,000 (Note 1)	34.75%
Pacific Asset Limited	Interest of controlled corporation	278,000,000 (Note 1)	34.75%
Mr. Yu Kwok Tung	Interest of controlled corporations	278,000,000 (Note 1)	34.75%
	Interest of spouse	16,000,000 (Note 2)	2.00%
		294,000,000	36.75%
Ms. Yip Shui Chi Rowena	Interest of spouse	278,000,000 (Notes 1, 3)	34.75%
	Beneficial owner	16,000,000	2.00%
		294,000,000	36.75%
Jolly Ocean Global Limited	Beneficial owner	96,000,000 (Note 4)	12.00%
Santo Global Investments Limited	Interest of controlled corporation	96,000,000 (Note 4)	12.00%
Mr. Lau Ming Hong Henry	Interest of controlled corporations	96,000,000 (Note 4)	12.00%
Ms. Lo Ying	Interest of spouse	96,000,000 (Note 4)	12.00%
Bank of East Asia (Trustees) Limited	Trustee	81,000,000 (Note 5)	10.13%
Dense Jungle Limited	Beneficial owner	54,000,000 (Note 6)	6.75%
Ms. Mak Sui Yu	Interest of spouse	52,800,000 (Note 7)	6.60%

Notes:

1. These Shares are held by Oasis Green Ventures Limited, a company wholly owned by Pacific Asset Limited, which is in turn wholly owned by Mr. Yu Kwok Tung. By virtue of the SFO, Mr. Yu Kwok Tung and Pacific Asset Limited are deemed to be interested in these Shares held by Oasis Green Ventures Limited.
  2. These Shares are held by Ms. Yip Shui Chi Rowena, the spouse of Mr. Yu Kwok Tung. By virtue of the SFO, Mr. Yu Kwok Tung is taken to be interested in the same number of Shares in which Ms. Yip Shui Chi Rowena is interested.
  3. Ms. Yip Shui Chi Rowena is the spouse of Mr. Yu Kwok Tung. By virtue of the SFO, Ms. Yip Shui Chi Rowena is taken to be interested in the same number of Shares in which Mr. Yu Kwok Tung is interested.
  4. These Shares are held by Jolly Ocean Global Limited, a company wholly owned by Santo Global Investments Limited, which is in turn wholly owned by Mr. Lau Ming Hong Henry. By virtue of the SFO, Mr. Lau Ming Hong Henry and Santo Global Investments Limited are deemed to be interested in these Shares held by Jolly Ocean Global Limited. Ms. Lo Ying is the spouse of Mr. Lau Ming Hong Henry. By virtue of the SFO, Ms. Lo Ying is taken to be interested in the same number of Shares in which Mr. Lau Ming Hong Henry is interested.
  5. These Shares are held by Bank of East Asia (Trustees) Limited as trustee of the share award scheme adopted by the Company on 4 April 2019. By virtue of the SFO, Bank of East Asia (Trustees) Limited is deemed to be interested in 81,000,000 Shares.
  6. These interests are also disclosed as the interest of Mr. Ng Yu Fai in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation".
  7. Ms. Mak Sui Yu is the spouse of Mr. Choi Man Ho. By virtue of the SFO, Ms. Mak Sui Yu is taken to be interested in the same number of Shares in which Mr. Choi Man Ho is interested.
- \* The percentage represents the number of ordinary Shares involved divided by the number of issued Shares as at 30 June 2020.

Save as disclosed above, as at 30 June 2020, other than the Directors and the chief executive of the Company whose interests are set out in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## **COMPETING AND CONFLICT OF INTERESTS**

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the three months ended 30 June 2020.

None of the Directors, the controlling shareholders or substantial shareholders of the Company or any of their respective close associates has engaged in or has interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflicts of interest with the Group during the three months ended 30 June 2020.

## **INTERESTS OF THE COMPLIANCE ADVISER**

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Red Sun Capital Limited to be the compliance adviser. As notified by Red Sun Capital Limited, as at 30 June 2020, neither Red Sun Capital Limited, nor its directors, employees and close associates had any interest in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 June 2020.

## **CORPORATE GOVERNANCE PRACTICE**

The Company is committed to maintaining high standard of corporate governance which is essential to the sustainable development and growth of the Company. The Company has devoted efforts to put in place various policies and procedures in compliance with the principles and code provisions set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules and the Board is of the view that the Company has met such code provisions during the three months ended 30 June 2020.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct regarding Directors' securities transactions in the Company. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules and there was no event of non-compliance during the three months ended 30 June 2020.

## SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme on 30 July 2018 (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to enable the Company to grant share options to the eligible participants as incentive or reward for their contribution to the Group to subscribe for the Shares thereby linking their interest with that of the Group.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme is 80,000,000 Shares, representing 10% of the total issued share capital of the Company as at the date of this report.

No share option has been granted by the Company under the Share Option Scheme since its adoption.

## SHARE AWARD SCHEME

The Company adopted a share award scheme on 4 April 2019 (the “**Share Award Scheme**”). The purpose of the Share Award Scheme is to recognise and reward the contribution of eligible participants to the growth and development of the Group, to give incentives to eligible participants in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

The Share Award Scheme shall be subject to administration of the Board and the trustee in accordance with the rules of the Share Award Scheme and the trust deed. Given that the Share Award Scheme does not involve the grant of options over any new Shares, it does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules. No shareholders’ approval was required for the adoption of the Share Award Scheme.

Since the adoption of the Share Award Scheme, a total of 88,000,000 awarded shares have been granted by the Company pursuant to the terms of the Share Award Scheme, subject to the vesting conditions (if any). As at 30 June 2020, 7,000,000 awarded shares have vested in the relevant grantee.

## AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 30 July 2018 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee currently consists of three members, namely Mr. Or Kevin, Mr. Voon David Hian-fook and Mr. Wu Ping Lam Michael David, all being independent non-executive Directors. The primary duties of the Audit Committee are to review the Company’s financial information and reporting process, risk management and internal control systems, relationship with external auditors and arrangements for employees of the Group to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company. The chairman of the Audit Committee is Mr. Or Kevin, who holds the appropriate professional qualifications. None of the members of the Audit Committee are former partners of the Company’s existing external auditors.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2020.

By Order of the Board  
**DLC Asia Limited**  
**Lau Ming Yeung, Lambert**  
*Chairman*

Hong Kong, 31 July 2020

*As at the date of this report, the executive Directors are Mr. Lau Ming Yeung, Lambert, Mr. Choi Man Ho, Mr. Ng Yu Fai and Mr. Shiu Kam Man; and the independent non-executive Directors are Mr. Voon David Hian-fook, Mr. Or Kevin and Mr. Wu Ping Lam Michael David.*

*This report will remain on the “Latest Listed Company Information” page of the GEM website at “www.hkgem.com” for at least seven days from the date of its publication and on the Company’s website at “www.derivaasia.com”.*