



SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2019

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*This announcement, for which the directors (the “**Directors**”) of Sanbase Corporation Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

2019 FIRST QUARTERLY RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Sanbase Corporation Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2019, together with the comparative figures for the corresponding period in 2018, are as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE THREE MONTHS ENDED 30 JUNE 2019

		Unaudited Three months ended 30 June	
	Note	2019 HK\$'000	2018 HK\$'000
Revenue	4	179,538	99,174
Cost of sales	5	<u>(164,723)</u>	<u>(85,006)</u>
Gross profit		14,815	14,168
Administrative expenses	5	<u>(6,663)</u>	<u>(5,639)</u>
Operating profit		8,152	8,529
Finance income		8	5
Finance costs		<u>(115)</u>	<u>—</u>
Finance (costs)/income — net	6	<u>(107)</u>	<u>5</u>
Profit before income tax		8,045	8,534
Income tax expense	8	<u>(1,810)</u>	<u>(1,835)</u>
Profit for the period		6,235	6,699
Other comprehensive loss, net of income tax			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
— Exchange differences arising on translation of foreign operation		<u>(61)</u>	<u>(114)</u>
Total comprehensive income for the period		6,174	6,585
Profit for the period attributable to:			
Owners of the Company		3,513	4,916
Non-controlling interests		<u>2,722</u>	<u>1,783</u>
		6,235	6,699
Total comprehensive income for the period attributable to:			
Owners of the Company		3,459	4,837
Non-controlling interests		<u>2,715</u>	<u>1,748</u>
		6,174	6,585
		<i>HK Cents</i>	<i>HK Cents</i>
Earnings per share attributable to owners of the Company			
Basic and diluted	9	<u>1.77</u>	<u>2.46</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED 30 JUNE 2019

	Unaudited Attributable to owners of the Company						Unaudited	
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Shares held under share award <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Subtotal <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Unaudited Total equity <i>HK\$'000</i>
At 31 March 2018	1,553	68,632	—	—	41,660	111,845	—	111,845
Impact of adopting HKFRS 9	—	—	—	—	(252)	(252)	—	(252)
At 1 April 2018 (restated)	1,553	68,632	—	—	41,408	111,593	—	111,593
Profit for the period	—	—	—	—	4,916	4,916	1,783	6,699
Other comprehensive loss for the period:								
Exchange differences arising on translation of foreign operation	—	—	—	(79)	—	(79)	(35)	(114)
Total comprehensive (loss)/income for the period	—	—	—	(79)	4,916	4,837	1,748	6,585
Non-controlling interests on acquisition of subsidiaries	—	—	—	—	—	—	2,942	2,942
At 30 June 2018	<u>1,553</u>	<u>68,632</u>	<u>—</u>	<u>(79)</u>	<u>46,324</u>	<u>116,430</u>	<u>4,690</u>	<u>121,120</u>
At 1 April 2019	1,553	63,832	(2,998)	(53)	69,524	131,858	4,946	136,804
Profit for the period	—	—	—	—	3,513	3,513	2,722	6,235
Other comprehensive loss for the period:								
Exchange differences arising on translation of foreign operation	—	—	—	(54)	—	(54)	(7)	(61)
Total comprehensive (loss)/income for the period	—	—	—	(54)	3,513	3,459	2,715	6,174
At 30 June 2019	<u>1,553</u>	<u>63,832</u>	<u>(2,998)</u>	<u>(107)</u>	<u>73,037</u>	<u>135,317</u>	<u>7,661</u>	<u>142,978</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Sanbase Corporation Limited was incorporated in the Cayman Islands on 24 March 2017 as an exempted company with limited liability under the Companies Law Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands. The principal place of business is 16/F, Loon Kee Building, 267-275 Des Voeux Road Central, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of interior fit-out solutions in Hong Kong and China. The ultimate holding company of the Company is Madison Square International Investment Limited. The ultimate controlling party of the Group is Mr. Wong Sai Chuen ("**Mr. Wong**" or the "**Controlling Shareholder**").

The shares of the Company (the "**Shares**") were listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 4 January 2018.

The unaudited condensed consolidated financial information for the three months ended 30 June 2019 have been reviewed by the audit committee of the Company ("**Audit Committee**") but have not been reviewed or audited by the Company's auditor.

2. BASIS OF PREPARATION

This unaudited condensed consolidated financial information for the three months ended 30 June 2019 has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the "**HKFRSs**"), which is a collective term for all individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**"). The unaudited condensed consolidated financial information does not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company's annual report for the year ended 31 March 2019.

The unaudited condensed consolidated financial information for the three months ended 30 June 2019 have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as appropriate.

All amounts are presented in Hong Kong dollar thousands ("**HK\$'000**") in these unaudited condensed consolidated financial information unless otherwise stated.

New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period, and the Group had to change its accounting policies as a result of adopting HKFRS 16 “Leases”.

The impact of the adoption of the leasing standard and the new accounting policies are disclosed in note 3 below. The other standards did not have any impact on the Group’s accounting policies.

The Group has not applied any new and revised HKFRSs that are not yet effective for the current period. There are no other standards that are not yet effective and that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

3. CHANGES IN ACCOUNTING POLICIES

This note explains the impact of the adoption of HKFRS 16 “Leases” on the Group’s unaudited condensed consolidated financial information and discloses the new accounting policies that have been applied from 1 April 2019 in note 3(b) below.

The Group has adopted HKFRS 16 “Leases” from 1 April 2019, but has not restated comparatives for 31 March 2019 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on 1 April 2019.

(a) Adjustments recognised on adoption of HKFRS 16 “Leases”

On adoption of HKFRS 16 “Leases”, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 “Leases”. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 April 2019.

The associated right-of-use assets for property leases were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position as at 31 March 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

In applying HKFRS 16 “Leases” for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 “Leases” and HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease”.

(b) The Group’s leasing activities and how these are accounted for

The Group leases various offices, warehouses, and equipment. Rental contracts are typically made for fixed periods of one to four years but some may have extension options as described in (i) below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

Until the year ended 31 March 2019, leases of property, plant and equipment were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The right-of-use asset is depreciated over the asset’s lease period on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

(i) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

4. REVENUE AND SEGMENT INFORMATION

	Unaudited	
	Three months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Bare shell fit-out	153,565	69,633
Restacking	15,559	7,357
Reinstatement	5,114	14,567
Design	2,374	1,987
Churn works	2,165	2,750
Maintenance and others	761	2,880
	179,538	99,174

The Group's revenue mainly represents revenue from the provision of interior fit-out solutions for the three months ended 30 June 2019 and 2018.

The executive Directors have been identified as the chief operating decision makers (“**CODM**”) of the Group who review the Group's internal reporting in order to assess performance and allocate resources. The Group focuses on provision of interior fit-out solutions in Hong Kong and the People's Republic of China (the “**PRC**”) for the three months ended 30 June 2019 and 2018. Information reported to the CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Directors regard the Group's business as a single operating segment and review consolidated financial information accordingly. The Group primarily operates in Hong Kong and started its business in the PRC in May 2018. Revenue generated from customers in the PRC is also related to the provision of interior fit-out solutions and the reported geographical segment information is presented as below:

Geographical information

The geographical location of customers is based on the location at which the service provided. The Group's operations and workforce are mainly located in Hong Kong and the PRC. The following table provides an analysis of the Group's revenue from external customers.

	Unaudited	
	Three months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	157,213	97,398
The PRC	22,325	1,776
	179,538	99,174

Information about major customers

Revenue from customers contributing over 10% of the Group's total revenue are set out below.

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Customer A	34,905	N/A (Note)
Customer B	30,462	N/A (Note)
Customer C	18,745	N/A (Note)
Customer D	N/A (Note)	20,413
Customer E	N/A (Note)	15,524
Customer F	N/A (Note)	13,102
Customer G	N/A (Note)	11,805

Note: The corresponding revenue did not contribute over 10% of the Group's total revenue.

5. EXPENSES BY NATURE

The Group's profit for the three months ended 30 June 2019 and 2018 are stated after charging the following cost of sales and administrative expenses:

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Subcontracting charges	154,206	77,344
Staff costs (Note 7)	9,547	8,242
Cleaning expenses	3,043	1,544
Insurance expenses	967	71
Security expenses	6	488
Operating lease payments	12	485
Auditor's remuneration	120	115
Depreciation on right-of-use assets	644	—
Depreciation on property, plant and equipment	287	194
Amortisation of intangible assets	82	559
Legal and professional fees	1,614	1,463
Other expenses	858	140
Total cost of sales and administrative expenses	<u>171,386</u>	<u>90,645</u>

6. FINANCE (COSTS)/INCOME — NET

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Interest income from bank deposits	8	5
Bank interest expense on bank borrowings	(39)	—
Interest expense on lease liabilities	(76)	—
	<u>(107)</u>	<u>5</u>

7. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Salaries, bonuses and allowances	9,215	8,026
Retirement benefits contributions	332	216
	<u>9,547</u>	<u>8,242</u>

8. INCOME TAX EXPENSE

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Current income tax		
— Hong Kong profits tax	1,607	1,606
— PRC enterprise income tax	220	229
Deferred tax	(17)	—
	<u>1,810</u>	<u>1,835</u>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Pursuant to the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong profits tax of Sanbase Interior Contracting Limited is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at the rate of 16.5% on the estimated assessable profits above HK\$2 million for the period.

Under the Law of the PRC on enterprise income tax (“**EIT**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% (2018: 25%).

No provision for income tax in other jurisdictions has been made as the Group had no assessable profit in other jurisdictions during the period.

9. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue less the total number of shares held under share award scheme during the three months ended 30 June 2019 and 2018.

	Unaudited	
	Three months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit attributable to owners of the Company	3,513	4,916
Weighted average number of ordinary shares in issue		
less shares held under share award scheme ('000)	197,944	200,000
Basic earnings per ordinary share (<i>HK cents</i>)	<u>1.77</u>	<u>2.46</u>

(b) Diluted

There were no outstanding share options as at 30 June 2019 and 2018 and have no potential dilutive ordinary share in issue. Accordingly, diluted earnings per share is equal to basic earnings per share.

10. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2019 and 2018.

11. RELATED PARTIES TRANSACTIONS

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the three months ended 30 June 2019 and 2018.

Compensation of key management

Key management includes executives of the Group. The compensation paid or payable to key management for employee services is shown below:

	Unaudited	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Salaries, bonuses and allowances	1,397	2,241
Retirement benefits contributions	14	16
	<u>1,411</u>	<u>2,257</u>

12. CONTINGENT LIABILITIES

The Group had the following contingent liabilities not provided:

	Unaudited As at 30 June 2019 <i>HK\$'000</i>	Audited As at 31 March 2019 <i>HK\$'000</i>
Surety bonds	<u>8,809</u>	<u>8,809</u>

As at 30 June 2019, the Group provided guarantees of surety bonds in respect of 3 (31 March 2019: 3) construction contracts of the Group in its ordinary course of business. No deposit was made in relation to the guarantees of surety bonds in respect of the construction contracts as at 30 June 2019 and 31 March 2019. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is an interior fit-out solutions provider focusing on providing services to clients whose offices are predominately situated in Grade A offices in Hong Kong and the PRC. Our role in these fit-out projects entails the overall project management, coordination and implementation of fit-out projects by engaging subcontractors from different trades for their services and labor, providing expertise such as controlling the quality aspects of the projects and carrying out corresponding project management.

Our projects can be broadly categorised into (i) bare shell fit-out which is undertaken in the interior space of a vacant premise having basic flooring and plastered walls; (ii) restacking which involve upgrading and re-planning and providing modification work to the existing interior structure of the premise; (iii) reinstatement which involve demolishing any additional moveable structure that were installed by the existing tenant; (iv) design; (v) churn works; and (vi) maintenance and others which involve providing minor repairs and general builder's maintenance work to the tenant's office facilities, pest control and emergency call service, project management services and mechanical, electrical and plumbing (“MEP”) consultancy services.

During the three months ended 30 June 2019 (the “**Current Period**”), the Group achieved an increase in revenue of approximately 81.0% to approximately HK\$179.5 million from approximately HK\$99.2 million for the three months ended 30 June 2018 (the “**Previous Period**”). The growth was mainly attributable to the increase in revenue from the business of bare shell fit-out and restacking. The Group's gross profit increased to approximately HK\$14.8 million for the Current Period from the approximately HK\$14.2 million for the Previous Period, representing an increase of approximately 4.6%.

The Group's profit attributable to owners of the Company decreased by approximately 28.5% to approximately HK\$3.5 million for the Current Period from approximately HK\$4.9 million for the Previous Period.

OUTLOOK

Looking forward, the Group is positive about the prospects of the interior fit-out market and will continue to focus on our core business. In order to maximize the long term returns of shareholders of the Company (the “**Shareholders**”), the Group will devote more resources towards the development of our interior fit-out business for commercial premises and pursue strategic partnerships with or investment in peer interior fit-out solution providers or other industry players to enhance our market share.

FINANCIAL REVIEW

Revenue

The Group's revenue is principally generated from (i) bare shell fit-out; (ii) restacking; (iii) reinstatement; (iv) design; (v) churn works; and (vi) maintenance and others. During the Current Period, the Group's revenue increased by approximately 81.0% to approximately HK\$179.5 million (Previous Period: HK\$99.2 million). The increase is mainly attributable to the increase in revenue from the provisions of bare shell fit-out and restacking services.

The following table sets forth a breakdown of the Group's revenue by project types for the three months ended 30 June 2019 and 2018:

Project type	Unaudited			
	Three months ended 30 June 2019		2018	
	HK\$'000	%	HK\$'000	%
Bare shell fit-out	153,565	85.5	69,633	70.2
Restacking	15,559	8.7	7,357	7.4
Reinstatement	5,114	2.8	14,567	14.7
Design	2,374	1.4	1,987	2.0
Churn works	2,165	1.2	2,750	2.8
Maintenance and others	761	0.4	2,880	2.9
Total	179,538	100.0	99,174	100.0

As shown in above table, our bare shell fit-out contributed to approximately 85.5% and 70.2% of the Group's total revenue for the three months ended 30 June 2019 and 2018 respectively. Revenue from bare shell fit-out increased to approximately HK\$153.6 million for the Current Period from approximately HK\$69.6 million for the Previous Period, representing an increase of approximately 120.5%. The increase in revenue from bare shell fit-out was mainly driven by 6 major bare-shell fit-out, each accounted for revenue over HK\$10.0 million, for the Current Period.

From 1 April 2019 and up to the date of this quarterly report, we were newly awarded a total of 13 bare shell fit-out projects with a total project sum of approximately HK\$114.9 million.

Cost of sales and Direct margin

The Group's cost of sales mainly comprised subcontracting charges and staff costs. The increase in cost of sales from HK\$85.0 million for the Previous Period to HK\$164.7 million for the Current Period, representing an increase of approximately 93.8%.

Defined as revenue less subcontracting costs, cleaning expenses, insurance expenses and security expenses, direct margin of the Group indicates the overall project profitability before taking into account of other fixed costs. The following table sets forth the breakdown of the Group's direct margin by project types for the three months ended 30 June 2019 and 2018:

Project type	Unaudited			
	Three months ended 30 June 2019		2018	
	<i>HK\$'000</i>	<i>% of revenue</i>	<i>HK\$'000</i>	<i>% of revenue</i>
Bare shell fit-out	14,630	9.5	11,828	17.0
Restacking	1,821	11.7	1,078	14.7
Reinstatement	600	11.7	2,405	16.5
Design	2,353	99.1	1,806	90.9
Churn works	1,478	68.3	291	10.6
Maintenance and others	528	69.4	2,363	82.1
Total	<u>21,410</u>	<u>11.9</u>	<u>19,771</u>	<u>19.9</u>

The Group's overall direct margin increased to approximately HK\$21.4 million for the Current Period from approximately HK\$19.8 million for the Previous Period. Such increase in the direct margin was primarily attributable to the increase of direct margin for bare shell fit-out to approximately HK\$14.6 million for the Current Period (Previous Period: HK\$11.8 million). The increase in direct margin for bare shell fit-out was mainly driven by the larger scale of projects awarded during the Current Period.

Administrative Expenses

The Group's administrative expenses amounted to approximately HK\$6.7 million for the Current Period, representing an increase of HK\$1.1 million or 19.6% as compared to that of approximately HK\$5.6 million for the Previous Period. Such increase was primarily attributable to (i) an increase of HK\$0.3 million in staff costs due to the general pay rise; and (ii) an increase of HK\$0.7 million in total for travelling, entertainment and IT expenses, etc.

Income tax expense

Income tax expense of the Group for the Current Period was approximately HK\$1.8 million, remaining stable as compared to HK\$1.8 million for the Previous Period.

Profit for the period

Profit for the Group slightly decreased to approximately HK\$6.2 million for the Current Period from approximately HK\$6.7 million for the Previous Period.

Profit attributable to owners of the Company

Profit attributable to owners of the Company amounted to approximately HK\$3.5 million for the Current Period, representing a decrease of approximately HK\$1.4 million, as compared with approximately HK\$4.9 million for the Previous Period.

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the Current Period, the Group financed its operation by its internal resources and granted bank facility. As at 30 June 2019, the Group had net current assets of approximately HK\$121.1 million (31 March 2019: HK\$114.4 million), including cash and cash equivalents balances of approximately HK\$125.8 million (31 March 2019: HK\$106.0 million) mainly denominated in Hong Kong dollars. As at 30 June 2019, the Group had an unutilised bank facility of HK\$58.0 million (31 March 2019: HK\$48.4 million). The granted bank facility was secured by corporate guarantee of the Group.

The current ratio, being the ratio of current assets to current liabilities, was approximately 1.5 times as at 30 June 2019 (31 March 2019: 1.5 times). The gearing ratio of the Group as at 30 June 2019 was 2.2% (31 March 2019: 9.4%) as the Group utilised the granted bank facility to finance the cost of projects. The gearing ratio is calculated as total debt divided by total equity as at the respective period end.

There has been no change in capital structure of the Company as at 30 June 2019. The equity attributable to owners of the Company amounted to approximately HK\$135.3 million as at 30 June 2019 (31 March 2019: HK\$131.9 million).

The Group does not have any exposure to fluctuations in exchange rates and any related hedges.

PLEDGE OF ASSETS

As at 30 June 2019 and 31 March 2019, the Group had not pledged any assets to secure bank facilities or finance lease obligation.

CAPITAL COMMITMENTS

As at 30 June 2019 and 31 March 2019, the Group had no capital commitment.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the three months ended 30 June 2019, the Group did not have any significant investment, material acquisition or disposal.

CONTINGENT LIABILITIES

As at 30 June 2019, the Group provided guarantees of surety bonds of approximately HK\$8.8 million (31 March 2019: HK\$8.8 million) in respect of three construction contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

HUMAN RESOURCES MANAGEMENT

As at 30 June 2019, the Group had a total of 80 (31 March 2019: 80) employees. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance.

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

As at 30 June 2019, 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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 interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.68 of the GEM Listing Rules relating to the securities transactions by the directors.

(A) Long Position in the Company's Shares

Name of Directors/ chief executive	Capacity/ nature of interest	Number of issued shares held/ interested in	Approximate percentage of the issued share capital
Ms. Hui Man Yee, Maggie	Interest of spouse	112,500,000 ^(Note 1)	56.25%
Mr. Wong Kin Kei	Interest in a controlled corporation	37,500,000 ^(Note 2)	18.75%
Mr. Wong Sai Chuen	Interest in a controlled corporation	112,500,000 ^(Note 3)	56.25%

Notes:

- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in the 112,500,000 Shares held by him, through his controlled corporation, Madison Square International Investment Limited, pursuant to the SFO.
- Shares in which Mr. Wong Kin Kei is interested in consist of 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under the SFO.
- Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under the SFO.

(B) Long Position in the Shares of associated corporations

Name of Directors/ chief executive	Name of associated corporation	Capacity/ nature of interest	Number of issued shares held/ interested in	Percentage of shareholding
Ms. Hui Man Yee, Maggie ^(Note 1)	Madison Square International Investment Limited ^(Note 2)	Interest of spouse	37,500	100%
Mr. Wong Kin Kei	J&J Partner Investment Group Limited ^(Note 3)	Beneficial owner	12,500	100%
Mr. Wong Sai Chuen ^(Note 1)	Madison Square International Investment Limited ^(Note 2)	Beneficial owner	37,500	100%

Notes:

1. Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in Mr. Wong Sai Chuen's interest in Madison Square International Investment Limited, pursuant to the SFO.
2. Under the SFO, a holding company of the listed corporation is regarded as an "associated corporation." Madison Square International Investment Limited held 56.25% of our issued share capital and thus was our associated corporation.
3. Under the SFO, a holding company of the listed corporation is regarded as an "associated corporation." J&J Partner Investment Group Limited held 18.75% of our issued share capital and thus was our associated corporation.

Save as disclosed above, as at 30 June 2019, none of the Directors and chief executive of the Company nor their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO.

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

As at 30 June 2019, so far as known to the Directors, the particulars of the corporate or persons (other than a Director or the chief executive of the Company) which had 5% or more interests and short positions in the shares and the underlying shares of the Company as recorded in the register kept pursuant to section 336 of the SFO were as follows:

Long Position in the Company's Shares

Name of Shareholders	Capacity/ nature of interest	Number of issued shares held/ interested in	Percentage of shareholding
Madison Square International Investment Limited ^(Note 1)	Beneficial owner	112,500,000	56.25%
Mr. Wong Sai Chuen ^(Note 1)	Interest in a controlled corporation	112,500,000	56.25%
Ms. Hui Man Yee, Maggie ^(Note 2)	Interest of spouse	112,500,000	56.25%
J&J Partner Investment Group Limited ^(Note 3)	Beneficial owner	37,500,000	18.75%
Mr. Wong Kin Kei ^(Note 3)	Interest in a controlled corporation	37,500,000	18.75%
Ms. Ho Sin Ying ^(Note 4)	Interest of spouse	37,500,000	18.75%

Notes:

- Shares in which Mr. Wong Sai Chuen is interested in consist of 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under the SFO.
- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in the 112,500,000 Shares held by him, through his controlled corporation, Madison Square International Investment Limited, pursuant to the SFO.
- Shares in which Mr. Wong Kin Kei is interested in consist of 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under the SFO.

4. Ms. Ho Sin Ying, the spouse of Mr. Wong Kin Kei, is deemed to be interested in the 37,500,000 Shares held by him, through his controlled corporation, J&J Partner Investment Group Limited, pursuant to the SFO.

Save as disclosed above, as at 30 June 2019, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this quarterly report, at no time during the three months ended 30 June 2019 was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to any arrangement that would enable the Directors or their close associates to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

Save for the purchase of Shares by the trustee through on-market transactions at prevailing market price as stipulated under the share award scheme (adopted by the Company on 16 October 2018), neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Current Period.

INTEREST IN COMPETING BUSINESS

None of the Directors and Controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) are engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest which any such person has or may have with the Group during the Current Period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code"). Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standards set out in the Model Code throughout the three months ended 30 June 2019.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to adopting a high standard of corporate governance practices and procedures throughout the Group. The Directors firmly believe that sound and reasonable corporate governance practices are essential for the steady growth of the Group and for safeguarding the interests of Shareholders.

The Company has complied throughout the three months ended 30 June 2019 with all the code provisions in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules, except the following deviation:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong, holds both positions. Mr. Wong has been primarily responsible for overseeing the Group’s management and business development and formulating business strategies and policies of the Group since 2009. As the Board meets regularly to consider matters relating to business operations of the Group, the Board is of the view that the above arrangement will not impair the balance of power and authority of the Board and the executive management. The effectiveness of corporate planning and implementation of corporate strategies and decisions will generally not be undermined.

DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2019 and 2018.

INTEREST OF COMPLIANCE ADVISER

With effect from 1 May 2019, the Company and TC Capital International Limited (“**TC Capital**”) have mutually agreed to terminate the compliance adviser agreement entered into between the Company and TC Capital dated 6 July 2017 (the “**TC Capital Agreement**”). The Company has appointed Messis Capital Limited (“**Messis Capital**”) as the new compliance adviser of the Company and signed a compliance adviser agreement with Messis Capital (the “**Messis Capital Agreement**”) with effect from 1 May 2019.

As notified by TC Capital and Messis Capital respectively, save for the TC Capital Agreement and Messis Capital Agreement, neither TC Capital nor Messis Capital, as the compliance adviser of the Company during the respective periods, nor any of their directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the Group or in the share capital of the Company or any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules as at 30 June 2019.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference which are no less exacting terms than those set out in the CG Code and Corporate Governance Report contained in Appendix 15 of the GEM Listing Rules. Currently, the Audit Committee comprises three independent non-executive Directors namely Mr. Wu Kam On, Keith, Mr. Fan Chun Wah, Andrew, *J.P.* and Mr. Pang Chung Fai, Benny, and chaired by Mr. Wu Kam On, Keith, who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial information for the three months ended 30 June 2019, which is of the opinion that such information have been prepared in accordance with all applicable accounting standards, the Hong Kong Companies Ordinance and the GEM Listing Rules.

PUBLICATION OF RESULTS ANNOUNCEMENT AND 2019 FIRST QUARTERLY REPORT

This announcement is published on the websites of HKEXnews (www.hkexnews.hk) as well as the website of the Company (www.sanbase.com.hk). The Company's 2019 first quarterly report will be dispatched to Shareholders and will be published on the aforementioned websites in due course.

By order of the Board
Sanbase Corporation Limited
Mr. Wong Sai Chuen
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 9 August 2019

As at the date of this announcement, the Board comprises Mr. Wong Sai Chuen (Chairman and Chief Executive Officer), Mr. Wong Kin Kei (Chief Operating Officer) and Ms. Hui Man Yee Maggie being the executive Directors; and Mr. Cheung Ting Pong being the non-executive Director; and Mr. Fan Chun Wah Andrew J.P., Mr. Wu Kam On Keith and Mr. Pang Chung Fai Benny being the independent non-executive Directors.

This announcement will remain on the "Latest Company Announcements" page of GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.sanbase.com.hk.