



國聯通信控股有限公司

GLOBAL LINK COMMUNICATIONS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8060)

FIRST QUARTERLY RESULTS ANNOUNCEMENT 2022

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HIGHLIGHTS

Turnover for the three months ended 30 June 2022 was approximately HK\$29,349,000 representing an increase of approximately 11% as compared to the Last Corresponding Period.

Loss attributable to equity shareholders of the Company of approximately HK\$1,698,000, as compared with the loss of approximately HK\$4,117,000 for the Last Corresponding Period.

UNAUDITED FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2022

The board of Directors (the “**Board**”) of Global Link Communications Holdings Limited (the “**Company**”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (“**Global Link**” or the “**Group**”) for the three months ended 30 June 2022 (“**Current Period**” or “**period**”) together with the unaudited comparative figures for the three months ended 30 June 2021 (“**Last Corresponding Period**”) as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2022

	Note	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue	2	29,349	26,405
Cost of sales		<u>(28,048)</u>	<u>(27,862)</u>
Gross profit		1,301	(1,457)
Other revenue		1,909	1,670
Selling expenses		(2,473)	(1,499)
Administrative expenses		(2,107)	(2,600)
Other operating expenses		<u>(55)</u>	<u>(70)</u>
Loss from operation		(1,425)	(3,956)
Finance costs		<u>(273)</u>	<u>(157)</u>
Loss before taxation		(1,698)	(4,113)
Income tax	3	<u>–</u>	<u>(4)</u>
Loss for the period		(1,698)	(4,117)
Other comprehensive (loss)/gain:			
Exchange differences on translating foreign operations		<u>(583)</u>	<u>463</u>
Total comprehensive loss for the period		<u><u>(2,281)</u></u>	<u><u>(3,654)</u></u>
Loss attributable to:			
Equity shareholders of the Company		(1,698)	(4,117)
Non-controlling interests		<u>–</u>	<u>–</u>
		<u><u>(1,698)</u></u>	<u><u>(4,117)</u></u>
Total comprehensive loss attributable to:			
Equity shareholders of the Company		(2,281)	(3,654)
Non-controlling interests		<u>–</u>	<u>–</u>
		<u><u>(2,281)</u></u>	<u><u>(3,654)</u></u>
		<i>HK cents</i>	<i>HK cents</i>
Loss per share:	5		
– Basic and diluted		<u><u>(0.52)</u></u>	<u><u>(1.26)</u></u>

NOTES TO THE INCOME STATEMENT

1. BASIS OF PREPARATION

The Group's unaudited quarterly results have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

2. REVENUE

Revenue, which is also the Group's turnover, presents net of value-added tax, trade discounts and returns.

3. INCOME TAX

The statutory income tax rate of the Company and its subsidiaries operated in Hong Kong was 16.5% for the three months ended 30 June 2022 and 2021, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rates regime. For this subsidiary the first HK\$2 million of assessable profits are taxed at 8.25%, and the remaining assessable profits are taxed at 16.5%.

The provision for Hong Kong Profits Tax for the three months ended 30 June 2022 was HK\$0 (2021: approximately HK\$4,000).

A PRC subsidiary of the Company, Guangzhou Global Link Communications Inc. ("Guangzhou GL"), was qualified as "High and new technology enterprise" and subject to concessionary rate of PRC enterprise income tax (the "PRC EIT") at 15%, which was granted for further three years starting from December 2020. The remaining PRC subsidiaries were qualified as "Small Low-profit Enterprise" and subject to a concessionary PRC EIT rate.

The Company and its subsidiaries incorporated in countries other than the PRC and Hong Kong are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

There was no significant unprovided deferred taxation for the three months ended 30 June 2022.

4. DIVIDEND

The Board does not recommend an interim dividend for the three months ended 30 June 2022 (2021: Nil).

5. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the unaudited consolidated loss attributable to equity shareholders of the Company for the three months ended 30 June 2022 of approximately HK\$1,698,000 (2021: approximately HK\$4,117,000) and the weighted average number of approximately 326,380,800 ordinary shares (2021: approximately 326,380,800 ordinary shares) in issue during the period calculated.

(b) Diluted loss per share

The basic and diluted loss per share are the same for the three months ended 30 June 2022 and for the three months ended 30 June 2021, as there no diluted potential ordinary shares in issue during the period.

6. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital (unaudited) <i>HK\$'000</i>	Share premium (unaudited) <i>HK\$'000</i>	Merger reserve (unaudited) <i>HK\$'000</i> <i>(note a)</i>	Exchange reserve (unaudited) <i>HK\$'000</i> <i>(note b)</i>	Accumulated losses (unaudited) <i>HK\$'000</i>	Statutory reserves (unaudited) <i>HK\$'000</i>	Total (unaudited) <i>HK\$'000</i>
As at 1 April 2021	32,638	188,107	2,135	9,175	(131,909)	14,583	114,729
Loss attributable to equity shareholders of the Company for the period	-	-	-	-	(4,117)	-	(4,117)
Other comprehensive loss							
Exchange differences on translating foreign operations	-	-	-	463	-	-	463
As at 30 June 2021	<u>32,638</u>	<u>188,107</u>	<u>2,135</u>	<u>9,638</u>	<u>(136,026)</u>	<u>14,583</u>	<u>111,075</u>
As at 1 April 2022	32,638	188,107	2,135	10,092	(153,101)	14,583	94,454
Loss attributable to equity shareholders of the Company for the period	-	-	-	-	(1,698)	-	(1,698)
Other comprehensive loss							
Exchange differences on translating foreign operations	-	-	-	(583)	-	-	(583)
As at 30 June 2022	<u>32,638</u>	<u>188,107</u>	<u>2,135</u>	<u>9,509</u>	<u>(154,799)</u>	<u>14,583</u>	<u>92,173</u>

Note:

- (a) The merger reserve represents the difference between the nominal value of the share capital issued by the Company in exchange for the nominal value of the share capital and share premium of its subsidiary arising from group reorganisation in 2002.
- (b) Statutory reserves comprise statutory surplus reserve and statutory welfare reserve fund of subsidiary in the People's Republic of China (the "PRC").

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Outlook

During the period under review, the combined impact of various factors, including the Russia-Ukraine conflict and China-US tensions and the recurrence of the COVID-19 pandemic (the “**Pandemic**”) on a global scale, have resulted in global inflation with a substantial increase in the uncertainty from major economies. The East China region, the economic hub of China, was affected by the new round of COVID-19 virus variants. The business operations of enterprises have been extremely hit and the supply chain of related industries has experienced difficulties which had never encountered during the past years. Many companies suffered a decline in business performance and normal operations were also under challenge.

During the period, Guangzhou Global Link Communications Inc. (“**Guangzhou Global Link**”), a subsidiary of the Group, was mainly engaged in the delivery of the signed supply contracts. They mainly included some renovation projects like Rail Transit Line 2 in Huangpu District of Guangzhou, Harbin Line 3 and Shenzhen Metro Line 3, etc. Meanwhile, it also provided various spare parts and accessories to Guangzhou Metro, Shenzhen Metro, Hangzhou Metro, Zhuzhou Branch of CRRC and Guangdong Branch of CRRC. For projects that are implementing delivery work, the engineering service team of Guangzhou Global Link continued to carry out new line implementation operation guarantee work in many central cities in China and several overseas countries. Due to the recurrence of the Pandemic in China, we were required to comply with the relevant epidemic prevention requirements, which has caused travel restrictions and has seriously affected the efficiency of market expansion and other work. As a result of traffic restrictions and work restrictions in certain regions, our operating cash flows have been constrained due to delays in the collection of receivables.

Under the impact of many uncertain factors, there were also a number of uncertainties in the industry supply chain, especially the price of some imported ICs had increased significantly, and the price of some production materials had also increased due to the influence of the rise in international energy prices, which have caused the increase in the production cost of enterprises and directly affected their operating efficiency. Faced with the current objective situation, Guangzhou Global Link focused on its operation stability, rationalized its organizational structure and human resources, controlled its operating costs and carried out market activities and technology research and development in line with the local market conditions on the premise of completing production, delivery and operation security as scheduled.

During the period under review, although the business expansion of the customer relationship management (“**CRM**”) of the Group was affected by the new round of the Pandemic and the strict control of the local government on operating sites and the turnover of employees, our business maintained a stable development with the efforts of our staff. The Group continued to provide customers in Guangdong Province, Hong Kong and Macau in China (the “**Greater Bay Area**”) with CRM services while identifying potential customers for the development of CRM business. Based on the current telecommunications, catering customer bases and market questionnaire surveys, the Group proactively negotiated with potential customers in financial, broadcasting communications, banking and other sectors to vigorously expand customers and revenue sources. It was hoped that as the Pandemic gradually fade out, business and operations in all sectors would recover as normal and the Group would also be able to put its development on to the right track and expand its CRM business as the regional economy rebounds.

FINANCIAL REVIEW

For the three months ended 30 June 2022, the turnover of the Group was approximately HK\$29,349,000, representing an increase of approximately 11% as compared with approximately HK\$26,405,000 for the Last Corresponding Period. Loss attributable to equity shareholders of the Company for the three months ended 30 June 2022 amounted to approximately HK\$1,698,000, representing a decrease of approximately 59% as compared with approximately HK\$4,117,000 for the Last Corresponding Period.

During the period under review, the CRM business of the Group was affected by the new round of Pandemic and its growth slowed down. However, there is still much room for the development of the CRM business in Guangdong Province, Hong Kong and Macau in China, especially the increase in the meal ordering business of CRM due to the increasing demand for it. The turnover from CRM business for the three months ended 30 June 2022 was approximately HK\$17,000,000, representing an increase of approximately 17% as compared to approximately HK\$14,510,000 for the Last Corresponding Period. Guangzhou Global Link was mainly engaged in the delivery of the signed supply contracts to the train manufacturers under CRRC. During the period, it has delivered some renovation projects like Rail Transit Line 2 in Huangpu District of Guangzhou, Harbin Line 3 and Shenzhen Metro Line 3, etc. Meanwhile, it also supplied various spare parts and accessories to Guangzhou Metro, Shenzhen Metro, Hangzhou Metro, Zhuzhou Branch of CRRC and Guangdong Branch of CRRC. The turnover from rail transportation for the three months ended 30 June 2022 was approximately HK\$12,000,000, slightly higher than that of approximately HK\$11,895,000 for the Last Corresponding Period.

Selling expenses for the period amounted to approximately HK\$2,473,000, representing an increase of approximately 65% as compared to approximately HK\$1,499,000 for the Last Corresponding Period.

Administrative expenses amounted to approximately HK\$2,107,000, representing a decrease of approximately 19% as compared to approximately HK\$2,600,000 for the Last Corresponding Period.

Other operating expenses amounted to approximately HK\$55,000, representing a decrease of approximately 21% as compared to approximately HK\$70,000 for the Last Corresponding Period.

Other income amounted to approximately HK\$1,909,000, representing an increase of approximately 14% as compared to approximately HK\$1,670,000 for the Last Corresponding Period. This was mainly due to the increase in foreign exchange income, reversal of provision for accounts receivable, interest income and other income during the period as compared with the Last Corresponding Period.

USE OF PROCEEDS FROM THE SUBSCRIPTION COMPLETED ON 21 APRIL 2016

Honor Crest Holdings Limited, a direct wholly owned subsidiary of Goldstream Investment Limited (formerly known as International Elite Ltd.), a company listed on the Main Board of the Stock Exchange (stock code: 1328) completed the subscription of 1,000,000,000 shares of the Company on 21 April 2016. For details please refer to the announcements of the Company dated 29 February 2016 and 21 April 2016 and the circular published by the Company dated 30 March 2016 (the “**2016 Circular**”).

The gross proceeds from the subscription were HK\$80.0 million. The net proceeds of the subscription, after deduction of expenses and professional fees, amounted to approximately HK\$79.0 million (the “**2016 Subscription Proceeds**”), amongst which approximately HK\$66.5 million had been utilised as at 30 June 2022. The breakdown of the Company’s actual use of the Subscription Proceeds as at 30 June 2022 is as follows:

	Proposed use of the 2016 Subscription Proceeds as disclosed in the 2016 Circular <i>HK\$ million</i>	Actual use of the 2016 Subscription Proceeds as at 30 June 2022 <i>HK\$ million</i>
The Company’s existing train information system solutions for urban rail transit business, mainly for the execution of the newly signed order contracts of a number of new lines projects in several cities in the PRC	30.0	30.0
The development of the “Smart City” project by using the Company’s existing CA-SIM technology, mainly for staff hiring, development of relevant management system platform and gradual roll out of the mobile apps and value-added services to target users	41.1	28.6
Working capital	7.9	7.9
Total	<u>79.0</u>	<u>66.5</u>

Based on the current market condition, the Board is planning to utilise approximately HK\$3.0 million, on the development of the “Smart City” project and relevant research and development in the financial year ending 31 March 2023.

The remaining balance of the unutilised 2016 Subscription Proceeds has been kept in the banks as deposits.

As at 30 June 2022, there is no plan to change the original intended use of the proceeds as disclosed in the 2016 Circular.

USE OF PROCEEDS FROM THE SUBSCRIPTION COMPLETED ON 13 NOVEMBER 2019

Mr. Li Kin Shing, the chairman of the Board and the controlling shareholder of the Company, completed the subscription of 1,175,000,000 new shares of the Company on 13 November 2019, details of which are included in the announcements of the Company dated 28 August 2019, 24 October 2019 and 13 November 2019 and the circular of the Company dated 9 October 2019 (the “**2019 Circular**”). The net proceeds from the said subscription were approximately HK\$40 million (the “**2019 Subscription Proceeds**”). The breakdown of the Company’s actual use of the 2019 Subscription Proceeds as at 30 June 2022 is as follows:

	Proposed use of the 2019 Subscription Proceeds as disclosed in the 2019 Circular HK\$ million	Actual use of the 2019 Subscription Proceeds as at 30 June 2022 HK\$ million
General working purposes and in particular the procurement of the POS equipment with the Company’s patented 2.4G technology software installed (“ POS Equipment ”) to meet the potential orders from the Group’s business partner	40	4.6

Since the termination of the purchase agreement entered into by the Group with the business partner in December 2020, the Group has been actively looking for other potential purchasers of the POS Equipment. However, due to the continuing impact of COVID-19 on the urban public transportation industries in the PRC, no procurement agreement for the Group’s POS Equipment has been entered into as at 30 June 2022.

In view of the current industry trend and based on the best estimation of future market conditions made by the Group, it is expected that the Group will fully utilise the unutilised 2019 Subscription Proceeds in the sum of approximately HK\$35.4 million by 31 December 2023. It will be subject to change based on the current and future development of market conditions. The Group will apply its financial resources, including but not limited to, funds from the 2019 Subscription Proceeds based on market conditions and opportunities.

The remaining balance of the unutilised 2019 Subscription Proceeds has been kept in the banks as deposits.

As at 30 June 2022, there is no plan to change the original intended use of the proceeds as disclosed in the 2019 Circular.

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, so far as is known to the Directors, the interests of the Directors and the chief executives of the Company in the shares of the Company (the “Share(s)”), underlying shares or 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 the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which would have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules relating to securities transactions by the Directors were as follows:

Name of Director	Company/name of associated corporation	Capacity	Number and class of securities	Approximate percentage of shareholdings
Ma Yuanguang	Company	Beneficial owner	1,055,600 ordinary Shares Long position	0.32%
Li Kin Shing ⁽¹⁾	Company	Beneficial owner	164,877,714 ordinary Shares Long position	50.52%
		Interest of corporation controlled by the director	25,465,320 ordinary Shares Long position	7.80%
		Interest of the spouse	38,749,356 ordinary Shares Long position	11.87%
Wong Kin Wa	Company	Beneficial owner	186,150 ordinary Shares Long position	0.06%

Note:

- (1) Mr. Li Kin Shing (“Mr. Li”) is personally interested in 164,877,714 Shares. Ms. Kwok King Wa (“Ms. Kwok”) is personally interested in 38,749,356 Shares. Mr. Li is the spouse of Ms. Kwok. Accordingly, Mr. Li is deemed to be interested in his spouse’s shareholding under the SFO. Furthermore, Ever Prosper International Limited, which is held as to 50% and 46.5% by Mr. Li and Ms. Kwok respectively, is interested in 25,465,320 Shares. Therefore, Mr. Li is also deemed to be interested in the Shares held by Ever Prosper International Limited under the SFO.

Save as disclosed above, as at 30 June 2022, so far as is known to the Directors, none of the Directors nor the chief executives 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 the provisions of Divisions 7 and 8 of Part XV of the SFO (including interest and/or short positions which they were taken or deemed to have under 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 required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2022, so far as is known to the Directors, the following person (not being a Director or a chief executive of the Company) had an interest and/or a short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and/or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other members of the Group:

Interests in ordinary shares of the Company – long position

Name	Capacity	Class and number of securities	Approximate percentage of shareholding
Kwok King Wa ⁽¹⁾	Beneficial owner	38,749,356	11.87%
	Interest of the spouse	164,877,714	50.52%
	Interest of corporation controlled by her	25,465,320	7.80%
Ever Prosper International Limited ⁽²⁾	Beneficial owner	25,465,320	7.80%

Notes:

- (1) Ms. Kwok King Wa (“**Ms. Kwok**”) is personally interested in 38,749,356 Shares. Mr. Li Kin Shing (“**Mr. Li**”) is personally interested in 164,877,714 Shares. Mr. Li is the spouse of Ms. Kwok. Accordingly, Ms. Kwok is deemed to be interested in her spouse’s shareholding under the SFO. Furthermore, Ever Prosper International Limited, which is held as to 50% and 46.5% by Mr. Li and Ms. Kwok respectively, is interested in 25,465,320 Shares. Therefore, Ms. Kwok is also deemed to be interested in the Shares held by Ever Prosper International Limited under the SFO.
- (2) The 25,465,320 Shares are held by Ever Prosper International Limited, which is held as to 50% and 46.5% by Mr. Li and Ms. Kwok respectively. Mr. Li is the spouse of Ms. Kwok.

Save as disclosed above, as at 30 June 2022, so far as is known to the Directors, there was no person who had an interest and/or a short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and/or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/or was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other members of the Group, or any options in respect of such capital.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this announcement, as at 30 June 2022, neither the Company nor any of its subsidiaries was a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors and chief executives of the Company or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such rights.

COMPLIANCE WITH RULES 5.48 TO 5.67 OF THE GEM LISTING RULES

The Company has adopted a code of conduct regarding Directors's 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 with all Directors, the Company confirms that all Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the three months ended 30 June 2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

None of the members of the Group had purchased, sold or redeemed any of the shares of the Company during the three months ended 30 June 2022.

COMPETING INTERESTS

None of the Directors nor the substantial shareholders (as defined in the GEM Listing Rules) of the Company nor their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competed or might compete with the business of the Group.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company applied the principles and complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the period under review. Investors may refer to the corporate governance report of the Group in its annual report for the year ended 31 March 2022 for details of the Group's corporate governance practices.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The audit committee comprises of three members, namely Mr. Leung Kwok Keung, Mr. Cheung Sai Ming and Mr. Liu Chun Bao, all being independent non-executive Directors. The Group's unaudited results for the three months ended 30 June 2022 have been reviewed by the audit committee, which was of the opinion that such results complied with the applicable accounting standards, the relevant legal and regulatory requirements, and that adequate disclosures have been made.

The audit committee further reviewed the Company's internal control and risk management system and is of the view that the internal control and risk management system in place are effective and adequate for the Group as a whole.

On behalf of the Board

LI Kin Shing

Chairman

Hong Kong, 10 August 2022

As at the date of this announcement, the executive Directors are Mr. Li Kin Shing, Mr. Ma Yuanguang and Mr. Wong Kin Wa; and the independent non-executive Directors are Mr. Leung Kwok Keung, Mr. Cheung Sai Ming and Mr. Liu Chun Bao.