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## **NEW CONCEPTS HOLDINGS LIMITED**

**創業集團（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2221)**

### **ANNOUNCEMENT IN RESPECT OF (1) PUBLICATION OF UNAUDITED MANAGEMENT ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2018 AND (2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by the board (the “Board”) of directors of New Concepts Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to the announcement (the “Announcement”) made by the Board of directors (the “Directors”) of the Company dated 29 June 2018, relating to, among other things, the delay in the publication of the 2018 Annual Results and the despatch of the 2018 Annual Report as the auditor of the Company (“Auditor”) requires more time to assess certain areas, including goodwill and recoverability of certain loan and other receivables and deposits in respect of the Annual Results. Capitalised terms used in this announcement shall bear the same meanings as those defined in the Announcement unless the context requires otherwise.

In order to keep the shareholders of the Company (the “Shareholders”) and the public informed of the Group’s financial performance and position, the Board wishes to set forth below the preliminary unaudited consolidated financial information extracted from the draft management accounts of the Group for the year ended and as of 31 March 2018. The Directors confirm that the following unaudited consolidated financial information is prepared on the same basis as used in the audited financial statements of the Group for the year ended and as of 31 March 2017.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2018

	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Audited)
<b>REVENUE</b>	<b>897,802</b>	1,239,809
<b>Cost of sales</b>	<b>(930,815)</b>	<b>(1,040,850)</b>
Gross (loss)/profit	<b>(33,013)</b>	198,959
Other income and gains, net	<b>34,134</b>	11,728
Fair value gain on derivative financial instruments	<b>65,062</b>	—
Administrative expenses	<b>(121,472)</b>	(98,502)
Other operating expenses	<b>(205,153)</b>	(16,848)
Finance costs	<b>(16,268)</b>	(2,159)
<b>(LOSS)/PROFIT BEFORE TAX</b>	<b>(276,710)</b>	93,178
Income tax credit/(expense)	<b>30,934</b>	(36,252)
<b>(LOSS)/PROFIT FOR THE YEAR</b>	<b>(245,776)</b>	56,926

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2018

	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Audited)
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	187,320	197,035
Goodwill	54,994	114,909
Derivative financial instrument	61,644	—
Operating concessions	243,712	176,749
Other intangible assets	16,227	17,193
Available-for-sale investment	20,859	6,536
Receivables under service concession arrangements	392,438	227,516
Deposits	39,313	826
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Total non-current assets	1,016,507	740,764
<b>CURRENT ASSETS</b>		
Inventories	4,331	3,861
Trade and retention receivables	222,881	180,001
Amounts due from contract customers	88,878	121,876
Receivables under service concession arrangements	35,547	30,220
Prepayments, deposits and other receivables	110,898	142,068
Loan receivables	28,527	38,861
Tax recoverable	585	—
Pledged deposits	5,000	12,438
Cash and cash equivalents	61,726	160,670
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Total current assets	558,373	689,995
<b>CURRENT LIABILITIES</b>		
Trade and retention payables	251,032	237,849
Amounts due to contract customers	12,514	1,626
Other payables and accruals	100,278	416,806
Interests-bearing bank and other borrowings	72,225	12,789
Obligations under finance leases	8,741	21,068
Tax payable	9,060	9,153
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Total current liabilities	453,850	699,291

	2018 <i>HK\$'000</i> (Unaudited)	2017 <i>HK\$'000</i> (Audited)
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>104,523</b>	<b>(9,296)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>1,121,030</b>	<b>731,468</b>
<b>NON-CURRENT LIABILITIES</b>		
Other payables	384,301	—
Interest-bearing bank and other borrowings	187,779	171,844
Obligations under finance leases	2,297	5,693
Convertible bond	22,471	—
Derivative financial instrument	14,983	—
Provision for major overhauls	16,195	—
Deferred income	8,371	8,831
Deferred tax liabilities	38,744	44,642
Total non-current liabilities	<b>675,141</b>	<b>231,010</b>
<b>Net assets</b>	<b>445,889</b>	<b>500,458</b>
<b>EQUITY</b>		
Equity attributable to owners of the Company		
Share capital	53,026	49,898
Reserves	333,667	429,674
Non-controlling interests	<b>386,693</b> <b>59,196</b>	479,572 20,886
<b>Total equity</b>	<b>445,889</b>	<b>500,458</b>

The Board wishes to emphasise that the unaudited consolidated financial information set out above has not been finalised and is subject to (i) finalisation of audit procedures carried out by the Auditor; (ii) further review by the Company and relevant professional parties; and (iii) any potential adjustments that might be proposed by the Auditor, in particular, among others, the purchase price allocation and fair value of contract revenue in respect of the construction of kitchen waste treatment plants and derivative of contingent consideration. Shareholders and potential investors should note that the above unaudited consolidated financial information of the Group has not been reviewed by the audit committee of the Company (the “Audit Committee”), nor has it been reviewed or audited by the Auditor. The unaudited consolidated financial information set out above is only based on the preliminary assessment of the Board after reviewing the unaudited management accounts of the Group for the year ended 31 March 2018, and is not based on any other data or information that has been audited or reviewed by the Auditor, or approved by the Board and its Audit Committee. The Board cannot guarantee the unaudited consolidated financial information set out above truly reflects the financial performance and position of the Group and such information might be misleading if any potential adjustments have not been taken into account. Shareholders and potential investors should note that the actual 2018 Annual Results may be significantly different from the disclosure in this announcement.

The meeting of the Board for the purpose of, among others, considering and approving the publication of the 2018 Annual Results will be postponed to a date to be fixed by the Board. As Company is still working closely and actively communicating with the Auditor to assist them to complete the audit of the consolidated financial information of the Group, the Company will use its best endeavours to publish the 2018 Annual Results as soon as practicable. The Company will publish further announcement(s) to inform the Shareholders of the date of publication of the 2018 Annual Results and the date of despatch of the 2018 Annual Report as and when appropriate.

**Shareholders and potential investors should exercise extreme caution when considering the unaudited consolidated financial information disclosed above and when dealing in the shares of the Company.**

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 3 July 2018 and will remain suspended until further notice.

By Order of the Board  
**New Concepts Holdings Limited**  
**Cai Jianwen**  
*Executive Director*

Hong Kong, 26 July 2018

*As at the date of this announcement, the executive Directors are Mr. Zhu Yongjun, Ms. Qin Shulan and Mr. Cai Jianwen; the non-executive Director is Dr. Zhang Lihui; and the independent non-executive Directors are Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH, JP.*