



CHINA TRUSTFUL GROUP LIMITED
中國之信集團有限公司

Incorporated in Bermuda with limited liability
Stock Code : 8265

2020

Third Quarterly Report

CHARACTERISTICS OF THE 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 China Trustful Group 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.

This report will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from its date of posting and on the designated website of the Company at www.irasia.com/listco/hk/chinatrustful/.

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated financial information of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2020 together with the comparative unaudited figures for the corresponding periods in 2019 as follows:

FINANCIAL HIGHLIGHTS

- The Group’s revenue generated from operations amounted to HK\$nil (nine months ended 30 September 2019: approximately HK\$137,449,000) for the nine months ended 30 September 2020, which represented an decrease of approximately HK\$137,449,000 or 100% as compared with the corresponding previous period.
- The loss for the nine months ended 30 September 2020 was approximately HK\$599,935,000 (profit for nine months ended 30 September 2019: approximately HK\$1,609,000), which represented a decrease of HK\$601,544,000 or 37,386% as compared with the corresponding previous period.
- The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2020.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2020

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Revenue	3	-	19,793	-	137,449
Cost of sales		-	(3,822)	-	(103,022)
Gross profit		-	15,971	-	34,427
Interest revenue		-	2	-	94
Other income/(loss)		81	(1,307)	962	(354)
Selling and distribution costs		-	(187)	-	(883)
Administrative expenses		(1,206)	(11,583)	(8,062)	(27,819)
Other expenses		(17)	-	(592,832)	-
(Loss)/profit from operation		(1,142)	2,896	(599,932)	5,465
Finance costs		(1)	(94)	(3)	(369)
(Loss)/profit before income tax		(1,143)	2,802	(599,935)	5,096
Income tax expense	4	-	(1,807)	-	(3,487)
(Loss)/profit for the period		(1,143)	995	(599,935)	1,609
Other comprehensive loss for the period (after tax):					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translation of foreign operations during the period		-	(17,596)	-	(18,182)
Total comprehensive loss for the period		(1,143)	(16,601)	(599,935)	(16,573)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the three months and nine months ended 30 September 2020

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
(Loss)/profit for the period attributable to:					
Owners of the Company		(1,143)	(1,221)	(599,935)	(2,754)
Non-controlling interests		–	2,216	–	4,363
		(1,143)	995	(599,935)	1,609
Total comprehensive (loss)/income for the period attributable to:					
Owners of the Company		(1,143)	(18,328)	(599,935)	(20,395)
Non-controlling interests		–	1,727	–	3,822
		(1,143)	(16,601)	(599,935)	(16,573)
Loss per share (HK cents)	6				
– Basic		(0.04)	(0.04)	(19.76)	(0.10)
– Diluted		(0.04)	(0.04)	(19.76)	(0.10)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	(Unaudited)								
	Attributable to owners of the Company								
	Share capital HK\$'000	Share premium HK\$'000	Translation reserve HK\$'000	Capital contribution HK\$'000	Statutory general reserve HK\$'000	(Accumulated losses)/retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity/(deficit) HK\$'000
At 1 January 2020	60,724	543,325	(21,820)	12,144	-	(19,109)	575,264	(212)	575,052
Total comprehensive loss for the period	-	-	-	-	-	(599,935)	(599,935)	-	(599,935)
Disposal of subsidiaries	-	-	21,820	(12,144)	-	-	9,676	212	9,888
At 30 September 2020	60,724	543,325	-	-	-	(619,044)	(14,995)	-	(14,995)
At 1 January 2019	53,508	504,135	(23,022)	12,144	5,693	85,268	637,726	10,904	648,630
Effect on application of HKFRS 16	-	-	-	-	-	(165)	(165)	-	(165)
At 1 January 2019 (Restated)	53,508	504,135	(23,022)	12,144	5,693	85,103	637,561	10,904	648,465
Total comprehensive (loss)/income for the period	-	-	(17,641)	-	-	(2,754)	(20,395)	3,822	(16,573)
Issue of shares on placement	1,216	30,190	-	-	-	-	31,406	-	31,406
At 30 September 2019	54,724	534,325	(40,663)	12,144	5,693	82,349	648,572	14,726	663,298

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL INFORMATION

China Trustful Group Limited (the “Company”) was incorporated in Bermuda on 14 June 2010 as an exempted company with limited liability under the Companies Act 1981 of Bermuda and its shares were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 26 January 2011. The address of its principal place of business was Room 8, Flat C, 12/F., Por Mee Factory Building, 500 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong during the nine months ended 30 September 2020. Subsequent to end of the reporting period, its principal place of business has been changed to Unit 1603, 16th Floor, The Phoenix, No. 23 Luard Road, Wanchai, Hong Kong on 15 March 2021.

The principal activity of the Company is investment holding.

This unaudited condensed consolidated financial information is presented in Hong Kong Dollars (“HK\$”), which is the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated. This unaudited condensed consolidated financial information was approved for issue by the board of directors of the Company (the “Board”) on 12 May 2021.

This unaudited condensed consolidated financial information has not been audited.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Except for the adoption of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial period beginning 1 January 2020, the accounting policies applied in preparing this unaudited condensed consolidated financial information for the nine months ended 30 September 2020 are consistent with those of the annual financial statements for the year ended 31 December 2019, as described in those annual financial statements. This condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2019.

The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are not yet effective. The application of these new and revised HKFRSs is not expected to have material impact on the unaudited condensed consolidated financial information of the Group.

The preparation of unaudited condensed consolidated financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. The significant judgments made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements for the year ended 31 December 2019.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

For the Silverware Business, all the assets, including but not limited to the books and accounting records, vouchers, computers, company stamps, relevant stocks, etc, of two subsidiaries of the Group in the PRC, namely 浙江通銀貴金屬經營有限公司 (for identification purpose, Zhejiang Tong Yin Precious Metal Operation Company Limited (“Zhejiang Tong Yin”) and 杭州銀鑫投資管理有限公司 (for identification purpose, Hangzhou Yin Xin Investment Management Company Limited) (the “Records and Documents”) were seized by the Ministry of Public Security of the PRC as the Records and Documents were kept and stored in a shared office with one of the resigned executive director, Mr. Zhang Genjiang, who holds 49% equity interest of Zhejiang Tong Yin and was arrested during the course of seizure of other businesses of Mr. Zhang Genjiang (the “Special Circumstance”). The Company has not received any official documentation from the Ministry of Public Security of the PRC nor any relevant departments from the PRC government and the Special Circumstance was merely notified to the Company in January 2020 by relevant staff of the PRC subsidiaries of the Group. The Company has checked relevant information from the Bureau of Industry and Commerce of the PRC and other unofficial company search engine to verify the Special Circumstance and no information could be founded except the equity of Zhejiang Tong Yin was frozen in January 2020.

The Company has obtained an investigation report from a PRC lawyer in which the PRC lawyer advised that there is no way to recover the seized records and documents at this moment as it is under the criminal investigation by the Public Security. According to the announcements published by the Public Security, Mr. Zhang Genjiang, a former executive director of the Company and the controller of 浙江之信控股集團有限公司 (Zhejiang Zhixin Holdings Group Co. Ltd.*), was arrested for suspected illegal absorption of public deposits. The Public Security has seized various properties, assets, cash and other things related to the suspects. The PRC lawyer advised that according to PRC laws, the Group’s subsidiaries operating the silverware business and those operating the electric vehicle business were considered as connected with the suspects. The PRC lawyer further advised that the seized record and documents would only be dealt with after the relevant criminal investigation or court trial was closed. Other than the announcements published by the Public Security, the PRC lawyer was unable to obtain any further information relating to the investigation by the Public Security.

For the Electric Vehicle Business, the subsidiaries which are operating the Electric Vehicle Business in PRC that such PRC subsidiaries are also subject to investigation by the Ministry of Public Security of the PRC (the “Investigated Electric Vehicle Business Subsidiaries”) in connection with the Special Circumstance.

In July 2020, the Company was informed orally by the subsidiary which is operating the Electric Vehicle Business in PRC that as revealed by a governmental website, a piece of land of that subsidiary was disposed pursuant an order of the Government in early 2020 (the “Land Disposal”). In this circumstance, the Company was only aware this incident recently and in fact, no official documentation was received by the Company and the Company then did not have any knowledge as to the situation about the Land Disposal. Accordingly, the Company has taken appropriate action immediately to appoint PRC lawyer to investigate, gather evidence and take appropriate action, subject to the advice by the PRC lawyer, in order for the purpose to verify whether it was an inappropriate disposal and try the best to preserve the assets of the subsidiary and whether the Group could lodge a petition to the Court to appeal against the Land Disposal in order to retrieve back the Group’s asset.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

In addition, the Company was also informed by the subsidiary which is operating the Electric Vehicle Business in PRC that the bank accounts under the Electric Vehicle Business's subsidiaries have been restricted for any withdrawal which is in connection with the investigation by the Ministry of Public Security of the PRC regarding the resigned executive director, Mr. Zhang Genjiang. The Company would also seek legal advice from the PRC lawyer in order to enable the Company to take any appropriate action including but not limited to uplifting the restriction. The Company are given to understand that the withdrawal restrictions of such bank accounts would last for and up to 8 February 2021 subject to further extension taken out by the Ministry of Public Security of the PRC.

Up to the date of this report, the PRC lawyer is still working in progress on the above mentioned events, details were set out in the Company's announcement date 19 February 2020, 17 August 2020 and 7 September 2020.

Deconsolidation of subsidiaries

The condensed consolidated financial information has been prepared based on the books and records maintained by the Group. The directors were informed that a significant portion of such books and records were maintained in the PRC. However, access to such books and records was limited because such books and records were seized by the Public Security of the PRC since January 2020 and were lost due to the departure of top management personnel including relevant directors, legal representatives and finance manager.

The directors considered that the control over the following subsidiaries had been lost since 2019. The results, assets, liabilities and cash flows of these subsidiaries were deconsolidated from the consolidated financial statements of the Group since 2019.

The major subsidiaries were deconsolidated as follows:

- (i) 杭州銀鑫投資管理有限公司
- (ii) 浙江通銀貴金屬經營有限公司
- (iii) 上海銀擎投資管理有限公司
- (iv) 上海食異文化傳播有限公司

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

The directors considered that the control over the following subsidiaries had been lost since January 2020. The results, assets, liabilities and cash flows of these subsidiaries were deconsolidated from the condensed consolidated financial information of the Group since January 2020. The major subsidiaries were deconsolidated as follows:

- (v) 湖州信成電動汽車有限公司
- (vi) 湖州信馳電動汽車有限公司
- (vii) 湖州信宇汽車銷售服務有限公司
- (viii) 江西信成電動汽車有限公司
- (ix) 肇慶信遠汽車銷售服務有限公司
- (x) Ecological Green Transportation Limited (Incorporated in United Kingdom)
- (xi) Ecological Green Transportation Limited (Incorporated in Hong Kong)
- (xii) China Energy and Chemical Investment Limited
- (xiii) Hong Kong Trustful Energy and Chemical Limited
- (xiv) Ultimate Growth Investments Limited
- (xv) Great Fortune Enterprise Company Limited
- (xvi) Gulf Energy (China) Limited

3. REVENUE AND SEGMENT INFORMATION

Disaggregation of revenue from contracts with customers:

	Three months ended 30 September		Nine months ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Sales of goods:				
– Silverware and porcelain	–	6,593	–	15,983
– Electric vehicles and related products	–	13,200	–	43,211
– Energy and petrochemical & related products	–	–	–	78,255
Revenue from contract with customers	–	19,793	–	137,449

Segment information

The principal products and services of each of these operations were as follows:

- (1) Silverware Business — retail and wholesale of luxury brand silverware, silver utensils and luxury goods in the PRC;
- (2) Electric Vehicle Business — research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services; and
- (3) Energy and Petrochemicals Business — provision of marketing and management services, sales and distribution of energy and petrochemical related products, including but not limited to, LNG and LPG products and licensing of petroleum gas stations.

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3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Information regarding the Group's reportable operating segments including the reconciliations to (loss)/profit before income tax is as follows.

	Silverware Business (Unaudited) <i>HK\$'000</i>	Electric Vehicle Business (Unaudited) <i>HK\$'000</i>	Energy and Petrochemicals Business (Unaudited) <i>HK\$'000</i>	Total (Unaudited) <i>HK\$'000</i>
Nine months ended 30 September 2020				
Reportable segment revenue	-	-	-	-
Reportable segment profit	-	-	-	-
Interest revenue				-
Corporate income and expenses				(599,935)
Loss before income tax				(599,935)
Adjusted earnings before interest, tax, depreciation and amortisation ("Adjusted EBITDA")	-	-	-	-
Nine months ended 30 September 2019				
Reportable segment revenue	15,983	43,211	78,255	137,449
Reportable segment profit	10,263	5,184	2,536	17,983
Interest income				94
Corporate income and expenses				(12,981)
Profit before income tax				5,096
Adjusted EBITDA	10,688	16,569	2,536	29,793

4. INCOME TAX EXPENSES

	Three months ended 30 September		Nine months ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Current tax – Hong Kong Profit tax				
– Provision for the period	–	1,815	–	3,432
Current tax – PRC Enterprise Income Tax	–	(8)	–	1,147
– Over provision in prior years	–	–	–	(1,092)
	–	1,807	–	3,487

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The 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%. The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the condensed consolidated financial statements.

No provision for Hong Kong Profits Tax has been made since there were no assessable profits in Hong Kong for the nine months ended 30 September 2020. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the nine months ended 30 September 2019.

PRC subsidiaries are subject to PRC Corporate Income Tax at 25% for both periods.

5. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend in respect of the nine months ended 30 September 2020 (nine months ended 30 September 2019: nil).

6. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to the owners of the Company is based on the following:

	Three months ended 30 September		Nine months ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Loss for the purpose of calculating basic loss per share	(1,143)	(1,221)	(599,935)	(2,754)

	Three months ended 30 September		Nine months ended 30 September	
	2020 (Unaudited) '000	2019 (Unaudited) '000	2020 (Unaudited) '000	2019 (Unaudited) '000
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	3,036,200	2,720,666	3,036,200	2,697,545

(b) Diluted loss per share

No diluted loss per share were presented as the Company did not have any dilutive potential ordinary sharing during the nine months ended 30 September 2020 and 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Results of the Group

During the nine months ended 30 September 2020, the Group recorded revenue of HK\$nil, representing a 100% decrease as compared with the same period in 2019 (30 September 2019: approximately HK\$137,449,000). The Group recorded loss for the nine months ended 30 September 2020 of approximately HK\$599,935,000 (30 September 2019: profit of approximately HK\$1,609,000) and other comprehensive income of HK\$nil (30 September 2019: loss of approximately HK\$18,182,000), being exchange differences arising from translating foreign operations during the period. Loss attributable to owners of the Company was approximately HK\$599,935,000 as compared with a loss of approximately HK\$2,754,000 for the same period last year; whereas basic loss per share was HK19.76 cents (30 September 2019: loss of HK0.10 cents).

The Group's selling and distribution costs and administrative expenses, in total, decreased from approximately HK\$28,702,000 for the same period last year to approximately HK\$8,062,000 during the nine months ended 30 September 2020.

For the nine months ended 30 September 2020, the Group has recorded other expenses of approximately HK\$592,832,000 in relation to deconsolidation of subsidiaries, including but not limited to Electric Vehicle Business and Energy and Petrochemical Business. More information is set out in the section of deconsolidation of subsidiaries under note 2.

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Electric Vehicle Business

During the nine months ended 30 September 2020, the Group recorded segment revenue of HK\$nil (30 September 2019: approximately HK\$43,211,000) in the Electric Vehicle Business, representing 0% of the Group's total revenue generated (30 September 2019: 31.4%). This segment recorded segment profit of HK\$nil (30 September 2019: approximately HK\$5,184,000), and segment margin of 0% (30 September 2019: 12.0%).

Energy and Petrochemical Business

During the nine months ended 30 September 2020, the Energy and Petrochemical Business recorded a revenue of HK\$nil (30 September 2019: approximately HK\$78,255,000), representing 0% of the Group's total revenue. (30 September 2019: 56.9%). This segment recorded segment profit of HK\$nil (30 September 2019: approximately HK\$2,536,000), and segment margin of 0% (30 September 2019: 3.2%).

Silverware Business

The Group has loss control on Zhejiang Tong Yin and Hangzhou Yin Xin Investment Management Company Limited and accounted for deconsolidated for the year ended 31 December 2019. More information is set out in the annual report for the year ended 31 December 2019.

Prospects

Despite the aforesaid, the Board is determined to continue to engage in the Electric Vehicle Business. The Company considers that the prospects of electric vehicles in the PRC is promising in view of favourable government policies and growing market demands. The Group will focus on providing customized one stop solutions to customers for the supply of vehicle accessories and parts in China.

Capital Structure

During the nine months ended 30 September 2020, there was no movement of the issued share capital of the Company.

Dividends

The directors of the Company did not recommend the payment of any dividend during the nine months ended 30 September 2020 (30 September 2019: Nil).

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

As at 30 September 2020, the interests of the Directors in the share capital of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") (including interests which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in shares of the Company

(a) *Interests in the shares of the Company*

Former directors	Capacity/ Nature of interest	Number of shares held	Approximate percentage of the existing issued share capital of the Company
Mr. Fei Jie	Corporate interest (Note 1)	811,950,000	26.74%
Mr. Zhang Genjiang	Corporate interest (Note 2)	528,809,327	17.42%

Notes:

1. These shares are held by associated corporations King Full Inc Limited and Sure Gold Ventures Limited.
2. These shares are held by an associated corporation Top Bliss Holdings Limited.

(b) *Interests in the shares of associated corporations*

Former directors	Name of associated corporation	Capacity/Nature of interest	Number of shares held	Percentage of shareholding
Mr. Fei Jie	King Full Inc Limited	Corporate interest & beneficial owner <i>(Note 1)</i>	50,000,000	100%
	Sure Gold Ventures Limited	Beneficial owner <i>(Note 1)</i>	100	100%
Mr. Zhang Genjiang	Top Bliss Holdings Limited	Beneficial owner	1	100%

Note:

- King Full Inc Limited is 90% (45,000,000 shares) directly owned by Sure Gold Ventures Limited and is 10% (5,000,000 shares) directly owned by Mr. Fei Jie. Sure Gold Ventures Limited is in turn wholly-owned by Mr. Fei Jie.

Save as disclosed above, as at 30 September 2020, none of the directors of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Rules 5.48 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 September 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares and underlying shares of the Company

Name of shareholder	Capacity/ Nature of interest	Number of shares held	Approximate percentage of the existing issued share capital of the Company
King Full Inc Limited	Beneficial owner <i>(Note 1)</i>	811,950,000	26.74%
Sure Gold Ventures Limited	Corporate Interest <i>(Note 1)</i>	811,950,000	26.74%
Mr. Fei Jie	Corporate interest <i>(Note 1)</i>	811,950,000	26.74%
Ms. Wu Wen	Interest in spouse <i>(Note 2)</i>	811,950,000	26.74%
Top Bliss Holdings Limited	Beneficial owner <i>(Note 3)</i>	528,809,327	17.42%
Mr. Zhang Genjiang	Corporate interest <i>(Note 3)</i>	528,809,327	17.42%

Notes:

- King Full Inc Limited is 10% directly held by Mr. Fei Jie and the remaining 90% directly held by Sure Gold Ventures Limited. Sure Gold Ventures Limited is in turn wholly-owned by Mr. Fei Jie. Accordingly, Sure Gold Ventures Limited and Mr. Fei Jie are deemed to be interested in the 811,950,000 shares of the Company held by King Full Inc Limited by virtue of the SFO.

2. The shares are held by King Full Inc Limited, the entire issued share capital of which is indirectly wholly-owned by Mr. Fei Jie, the spouse of Ms. Wu Wen. Accordingly, Ms. Wu Wen is deemed to be interested in the entire 811,950,000 shares by virtue of the SFO.
3. The entire issued share capital of Top Bliss Holdings Limited is wholly and beneficially owned by Mr. Zhang Genjiang. By virtue of the SFO, Mr. Zhang Genjiang is deemed to be interested in the entire 528,809,327 shares held by Top Bliss Holdings Limited.

Save as disclosed above, as at 30 September 2020, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company.

SHARE OPTION SCHEME

There were no outstanding share options as at 30 September 2020.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

INTEREST IN A COMPETING BUSINESS

During the nine months ended 30 September 2020, none of the directors of the Company, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

AUDIT COMMITTEE

The Audit Committee has reviewed the unaudited condensed consolidated financial information of the Group for the nine months ended 30 September 2020, which is of the opinion that such information comply with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

By order of the Board
China Trustful Group Limited
Luo Huangshi
Chairman

Hong Kong, 12 May 2021

As at the date of this report, the executive Directors are Mr. Luo Huangshi and Mr. Tao Wah Wai Calvin; the independent non-executive Directors are Mr. Hu Chao, Mr. Wong Lok Man and Mr. Lo Cheuk Fei Jeffrey.