Stock code：200168 Abbr：*ST Jadiete B Number：2020-007

# GUANGDONG JADIETE HOLDINGS GROUP COMPANY LIMITED
# SUMMARY OF ANNUAL REPORT 2018

## I. Important Notes

The summary of the annual report comes from the full text of the annual report. In order to fully understand the company's operating results, financial situation and future development plan, investors should go to the designated media of the SFC to read the full text of the annual report carefully.

Statement of dissent by directors, supervisors and senior managers

| Name | Position | Content and Reasons |
|---|---|---|

Statement

Except the following directors, other directors attended the board meeting to consider the annual report in person

| Name of director not present in person | Position of director not present in person | Reason | Name of consignee |
|---|---|---|---|
| Chen Honghai | Director | Work | Chen Dongwei |

Non-standard Audit Opinion Tips

√ Applicable □ Not applicable

Asia Pacific (Group) CPAs (Special General Partnership) issued a qualified audit report on the Company's 2018 audit report. the Board of Directors, the Supervisory Committee have explained the relevant matters in detail, please pay attention to reading.

Preliminary plan for common share profit distribution plan or provident fund to increase equity proposal under consideration by the board of directors

□ Applicable √ Not applicable

The company doesn't plan to distribute cash dividends, not to send bonus shares, not to increase equity with provident fund.

Preferred share profit distribution plan for the report period adopted by the resolution of the Board of Directors

□ Applicable √ Not applicable

## II. Corporate Profile

### 1. Corporate Information

| | | | |
|---|---|---|---|
| | *ST JADIETE B | Stock code | 200168 |
| | Shenzhen Stock Exchange | | |
| | Board Secretary | Securities Representative | |
| Name | Xu Wei | | |
| Address | 503 of No. 990 of Yiben E-commerce Building, Xili, Nanshan District, Shenzhen | | |
| Tel. | 0755-82251182 | | |
| Fax | 0755-82250045 | | |
| E-mail | xw@200168.com | | |

### 2. Main Business Scope of the Company in the Reporting Period

The company's main business is gold and jewelry business during the reporting period, which is operated by the controlled subsidiary Shenzhen Chinese Gold Nobility Jewelry Co., Ltd. (Chinese Gold Nobility). The Company has been engaged in the circulation field of gold and jewelry industry for many years with the main business scope of gold, silver, platinum, diamond, jade, jewelry and its sales business.

(1) Macro-economic and Industry Development

Data from the National Bureau of Statistics, The total retail sales of social consumer goods year-on-year growth by 8% in December and 8% in January-December 2019, and gold and silver jewelry goods year-on-year growth by 3.7% and 0.4 % in December and January-December 2019. Statistics released by China Gold Association show that, 2019, the actual consumption of gold in China was 1002.78 tons, down 12.91% year on year, specifically, in 2019, the domestic consumption of gold jewelry is 676.23 tons, down 8.16% year on year; the consumption of gold bars and gold coins is 225.8 tons, down 26.97%; the consumption of industrial and other uses is 100.75 tons, down 4.9%. According to the analysis of China Gold Association, the downward pressure of domestic economy in 2019 and the rising gold price in the second half of the year are the main reasons for the obvious decline of gold jewelry consumption. Meanwhile, high gold price leads to investor hold a wait-and-see attitude and sales volume of gold bars of key enterprises and commercial banks decreased significantly.

(2) Company's position in the Industry and Competitive Advantage

Chinese Gold Nobility is located in China's largest jewelry industry cluster – Shenzhen, as consumers' consumption habits change from past gold to inlaid jewelry and diamonds, pay more attention to brand, identity and experience, the trend of brand differentiation in jewelry industry is obvious, the competition in the market more and more intensely. Because of its relative weakness in capital, brand and personnel, and its relatively low position in the industry, Chinese Gold Nobility has been greatly impacted by competition.

(3) Major Business Conditions

i. Sales

During the reporting period, the main sales mode of Zhongjin Yipin was exhibition hall retail (online sales have been suspended), and there was no direct store sales. During the reporting period, the main business revenue was 15.3244 million yuan, the operating cost was 12.0217 million yuan, and the gross profit margin was 21.55%.

ii. Production and purchase

During the reporting period, due to the business adjustment of main customers and the judgment on the future price trend of gold, Zhongjin Yipin adopted a relatively radical business strategy, resulting in a sharp drop in sales compared with the same period of last year. During the reporting period, Zhongjin Yipin did not process manufacturing consignment or add spot purchase.

### 3. Key Financial Information

(1) Key Financial Information in the past 3 years

Indicate by tick mark whether there is any retrospectively restated datum in the table below

□ Yes √ No

Unit: RMB

| | December 31, 2019 | December 31, 2018 | Change of December 31, 2019 over December 31, 2018 | December 31, 2017 |
|---|---|---|---|---|
| Sales revenue (RMB) | 19,065,432.67 | 96,715,841.62 | -80.29% | 563,989,732.95 |
| Net income attributable to shareholders of the listed company (RMB) | 1,996,242.74 | -13,392,596.16 | -114.91% | -14,352,474.20 |
| Net income attributable to shareholders of the listed company before nonrecurring gains and losses (RMB) | -12,006,826.15 | -13,770,099.67 | -12.81% | -6,842,761.55 |
| Net cash flows from operating activities (RMB) | 5,555,997.23 | -85,829,630.50 | -106.47% | -8,650,294.89 |
| Basic earnings per share (RMB/share) | 0.0063 | -0.0420 | -115.00% | -0.0450 |
| Diluted earnings per share (RMB/share) | 0.0063 | -0.0420 | -115.00% | -0.0450 |
| Weighted average return on equity (%) | 0.59% | -3.87% | 4.46% | -3.99% |
| | December 31, 2019 | December 31, 2018 | Change of December 31, 2019 over December 31, 2018 | December 31, 2017 |
| Total assets (RMB) | 514,650,229.26 | 544,902,591.70 | -5.55% | 723,587,997.04 |
| Equity attributable to shareholders of the listed company (RMB) | 345,098,328.40 | 339,099,061.64 | 1.77% | 352,491,657.80 |

(2) Key Financial Information by Quarter

Unit: RMB

| | Q1 | Q2 | Q3 | Q4 |
|---|---|---|---|---|
| Sales revenue | 356,917.07 | 538,215.36 | 436,921.08 | 17,733,379.16 |
| Net income attributable to shareholders of the listed company | -2,170,489.40 | -2,091,792.31 | -2,878,192.30 | 9,136,716.75 |
| Net income attributable to shareholders of the listed company before nonrecurring gains and losses | -2,254,549.76 | -2,009,314.66 | -2,966,466.50 | -4,776,495.23 |
| Net cash flows from operating activities | -839,954.80 | -158,848.23 | -426,079.36 | 6,980,879.62 |

Indicate by tick mark whether any of the financial data in the table above or their summations differs materially from what have been disclosed in the Company's quarterly or semi-annual reports.

□ Yes √ No

### 4. Shareholders and Actual Controller

(1) Number of common shareholders and preferred shareholders restored to voting rights, and top 10 shareholders' equity ownership

Unit: share

| Total number of common shareholders at the period-end | 9,351 | Total number of common shareholders at the prior month-end before the disclosure of this Report | 9,205 | Total number of preference shareholders with resumed voting rights at the period-end (if any) (see note 8) | 0 | Total number of preference shareholders with resumed voting rights at the prior month-end before the disclosure of this Report (if any) (see note 8) | 0 |
|---|---|---|---|---|---|---|---|

the top 10 shareholders

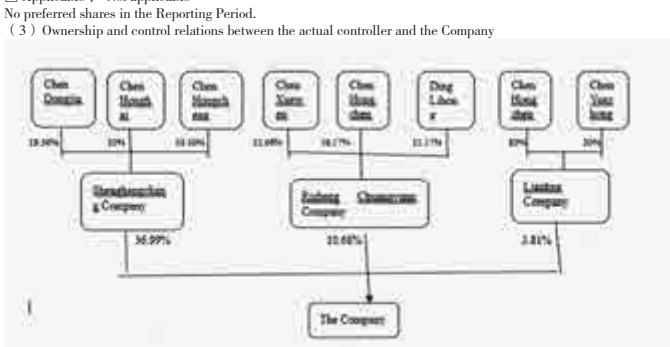
| Name of shareholder | Nature of shareholder | Shareholding percentage (%) | Total shares held at the period-end | Increase/decrease during this Reporting Period | Pledged or frozen shares: Status | Pledged or frozen shares: Number |
|---|---|---|---|---|---|---|
| Shenzhen Shengh-engchang Huifu Industrial Co., Ltd. | | 36.99% | 117,855,000 | 117,855,000 | Pledged | 117,855,000 |
| | | | | | Freeze | 117,855,000 |
| Shenzhen Risheng Chuangyuan Asset Management Co., Ltd | | 10.68% | 34,020,000 | 34,020,000 | Pledged | 34,020,000 |
| | | | | | Freeze | 34,020,000 |
| GUOTAI JUNAN SECURI-TIES(HONG KONG) LIMITED | | 7.24% | 23,050,755 | 0 | | |
| Shenwan Hongyuan Securities (HK) Limited | | 4.24% | 13,516,855 | 0 | | |
| Shenzhen Lianhua Huiren Industrial Co., Ltd. | | 3.81% | 12,150,000 | 12,150,000 | Pledged | 12,150,000 |
| | | | | | Freeze | 12,150,000 |
| Anxin International Securities (Hong Kong) Co., Ltd | | 2.05% | 6,530,673 | 0 | | |
| Tang Haiming | | 1.71% | 5,436,600 | 0 | | |
| China Everbright Securities (HK) Limited | | 1.33% | 4,226,600 | 0 | | |
| Haitong International Securities Company Limit-ed-Account Client | | 1.25% | 3,972,922 | 0 | | |
| Chen Jianxing | | 0.54% | 1,723,723 | 0 | | |
| Related or acting-in-concert parties among the shareholders above | Shenzhen Shenghengchang Huifu Industrial Co., Ltd., Shenzhen Risheng Chuangyuan Asset Management Co., Ltd. and Shenzhen Lianhua Huiren Industrial Co., Ltd., which belonged to action-in-concert promulgated by Measures for the Administration of disclosure of Information on the Change of Shareholdings in Listed Companies. The Company did not know whether there existed related relationship among other shareholders. | | | | | |
| Statement of shareholders participating in margin trading business（if any） | Not applicable | | | | | |

（2）Number of preferred shareholders and the top 10 preferred shareholders

□ Applicable √ Not applicable

No preferred shares in the Reporting Period.

（3）Ownership and control relations between the actual controller and the Company




### 5. Corporate Bonds

Are there any corporate bonds publicly offered and listed on the stock exchange, which were undue before the approval date of this Report or were due but could not be redeemed in full?

No.

## III. Discussion and Analysis of Business Conditions

### 1. Brief Introduction to Business Conditions in the Reporting Period

Is the Company subject to any disclosure requirements for special industries?

Yes.

Jewelry related industry

### 2. Are there any significant changes in the main business during the reporting period?

□ Yes √ No

### 3. Products that account for more than 10% of the company's main business income or profit

□ Applicable √ Not applicable

### 4. Are there seasonal management or periodic characteristics that require special attention

□ Yes √ No

### 5. Explanation of operating income, operating costs, total net profit attributable to common shareholders of listed companies, or significant changes over the previous reporting period during the reporting period

□ Applicable √ Not applicable

During the reporting period, the company's operating revenue was 19.0654 million yuan, down – 80.29% from 96.7158 million yuan in the same period of last year; the net profit attributable to the parent company was 1.9962 million yuan, down – 114.91% from – 13.3926 million yuan in the same period of last year. The significant decline in operating revenue is mainly due to the impact of many factors such as the overall economic environment downturn, increasingly fierce competition in the industry, business adjustment of major customers and the adoption of radical business strategies during the reporting period, Resulting in a significant decline in Zhongjin yipin's operating revenue. The net profit attributable to the parent company turned into profit mainly due to the write off of long-term accounts payable and other accounts payable.

### 6. Faced with suspension and termination of listing

□ Applicable √ Not applicable

### 7. Matters related to financial report

（1）YoY Changes in Accounting Policies, Estimations and Methods

√ Applicable □ Not applicable

On March 31, 2017, the Ministry of Finance issued accounting standards for Business Enterprises No. 22 – recognition and measurement of financial instruments (2017 Revision) (CK [2017] No. 7) , Accounting standards for Business Enterprises No. 23 – transfer of financial assets (2017 Revision) (CK [2017] No. 8), Accounting standards for Business Enterprises No. 24 – hedge accounting (revised in 2017) (CK [2017] No. 9), On May 2, 2017, the accounting standards for Business Enterprises No. 37 – presentation of financial instruments (2017 Revision) (CK [2017] No. 14) (the above standards are collectively referred to as the "new financial instruments standards"), requiring domestic listed enterprises to implement the new financial instruments standards from January 1, 2019.

All recognized financial assets under the new financial instrument standards are measured at amortized cost or fair value. On the implementation date of the new financial instrument standard, the business model of managing financial assets shall be evaluated on the basis of the existing facts and circumstances of the company on that date, and the contractual cash flow characteristics of the financial assets shall be evaluated on the basis of the facts and circumstances of the initial recognition of the financial assets. The financial assets shall be divided into three categories. Measured at amortized cost, measured at fair value with changes included in other comprehensive income and measured at fair value with changes included in current profit and loss. Among them, for the equity instrument investment measured at fair value with its changes included in other comprehensive income, when the financial asset is derecognized, the accumulated gains or losses previously included in other comprehensive income will be transferred from other comprehensive income to retained income, not included in the current profit and loss.

Under the new financial instrument standards, the company makes provision for impairment of financial assets measured at amortized cost, debt instrument investment measured at fair value with changes included in other comprehensive income, lease receivables, contract assets and financial guarantee contracts based on expected credit loss, and recognizes credit impairment loss.

The Company retrospected the application of new financial instrument guidelines, but if the classification and measurement (including impairment) involve the inconsistency between the data in the previous comparative financial statements and the new financial instrument standards, the company chooses not to restate them. Therefore, for the cumulative impact of the first implementation of the standard, the company adjusts the amount of retained earnings or other comprehensive income and other related items in the financial statements at the beginning of 2019, and the financial statements in 2018 are not restated.

The main changes and impacts of the implementation of the new financial instrument standards on the company are as follows,

①Classification and measurement comparison of financial assets before and after the first implementation date

A. Impact on consolidated financial statements

| December 31, 2018 (before change) | | | January 1, 2019 (after change) | | |
|---|---|---|---|---|---|
| Item | Measurement category | Book value | Item | Measurement category | Book value |
| Monetary fund | Amortized cost | 1,613,340.23 | Monetary fund | Amortized cost | 1,613,340.23 |
| Notes receivable | Amortized cost | | Notes receivable | Amortized cost | |
| Accounts receivable | Amortized cost | 22,021,179.73 | Accounts receivable | Amortized cost | 22,021,179.73 |
| Other receivables | Amortized cost | 4,189,883.29 | Other receivables | Amortized cost | 4,189,883.29 |

B. Impact on the company's financial statements

| December 31, 2018 (before change) | | | January 1, 2019 (after change) | | |
|---|---|---|---|---|---|
| Item | Measurement category | Book value | Item | Measurement category | Book value |
| Monetary fund | Amortized cost | 150,376.48 | Monetary fund | Amortized cost | 150,376.48 |
| Notes receivable | Amortized cost | | Notes receivable | Amortized cost | |
| Accounts receivable | Amortized cost | | Accounts receivable | Amortized cost | |
| Other receivables | Amortized cost | 124,003,172.06 | Other receivables | Amortized cost | 124,003,172.06 |

②On the first implementation date, the book value of the original financial assets is adjusted to the adjustment table of the book value of the new financial assets classified and measured in accordance with the new financial instrument standards

A. Impact on consolidated statements

| Item | December 31, 2018 (before change) | Reclassification | Remeasurement | January 1, 2019 (after change) |
|---|---|---|---|---|
| Amortized cost | | | | |
| Notes receivable | | | | |
| Less: transfer out to receivables financing | | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | |
| | | | | |
| Accounts receivable | 22,021,179.73 | | | |
| Less: transfer out to receivables financing | | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | 22,021,179.73 |
| | | | | |
| Other receivables | 4,189,883.29 | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | 4,189,883.29 |

B. Impact on the Company's Financial Statements

| Item | December 31, 2018 (before change) | Reclassification | Remeasurement | January 1, 2019 (after change) |
|---|---|---|---|---|
| Amortized cost | | | | |
| Notes receivable | | | | |
| Less: transfer out to receivables financing | | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | |
| | | | | |
| Accounts receivable | | | | |
| Less: transfer out to receivables financing | | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | |
| | | | | |
| Other receivables | 124,003,172.06 | | | |
| Remeasurement: provision for expected credit loss | | | | |
| Balance according to new financial instrument standards | | | | 124,003,172.06 |

③Adjustment statement of provision for impairment of financial assets on the first execution date.

A. Impact on consolidated statements

| Item | December 31, 2018 (before change) | Reclassification | Remeasurement | January 1, 2019 (after change) |
|---|---|---|---|---|
| Amortized cost | | | | |
| Provision for impairment of accounts receivable | 13,722,771.05 | | | 13,722,771.05 |
| Provision for impairment of other receivables | 8,290,852.10 | | | 8,290,852.10 |

B. Impact on the company's financial statements

| Item | December 31, 2018 (before change) | Reclassification | Remeasurement | January 1, 2019 (after change) |
|---|---|---|---|---|
| Amortized cost | | | | |
| Provision for impairment of accounts receivable | 4,608,276.88 | | | 4,608,276.88 |
| Provision for impairment of other receivables | 5,598,683.42 | | | 5,598,683.42 |

（2）Retroactive Restatement due to Correction of Material Accounting Errors in this Reporting Period

□ Applicable √ Not applicable

No such cases in the Reporting Period.

（3）YoY Changes in the Scope of the Consolidated Financial Statements

√ Applicable □ Not applicable

Reduce Shenzhen MaJiaKe Blue Arrow Technology Co., Ltd. Newly set up Shenzhen Xiaomei Technology Co., Ltd. and Shenzhen Hongxing Liye Industry Co., Ltd. All of the above three companies are shell companies with shareholding

Stock Code: 200168 Stock Name: *ST JHG-B Announcement No. 2020-009

# GUANGDONG JADIETE HOLDINGS GROUP COMPANY LIMITED
# FIRST QUARTER REPORT 2020 (SUMMARY)

## Part I Important Notes

The Board of Directors (or the "Board"), the Supervisory Committee as well as the directors, supervisors and senior management of Guangdong Jadiete Holdings Group Company Limited (hereinafter referred to as the "Company") hereby guarantee the factuality, accuracy and completeness of the contents of this Report and its summary, and shall be jointly and severally liable for any misrepresentations, misleading statements or material omissions therein.

Other directors attended the board session in person for reviewing this report exclusive of the following directors.

| Name | Office title | Reason for not attending the meeting in person | Proxy entrusted to attend the meeting |
|---|---|---|---|
| Chen Honghai | Director | Job-related reason | Chen Dongwei |

Chen Hongcheng, the Company's legal representative, Chen Jincai, the Company's Chief Financial Officer (CFO), and Zeng Zhihua, head of the Company's financial department (equivalent to financial manager) hereby guarantee that the Financial Statements carried in this Report are factual, accurate and complete.

This Report has been prepared in both Chinese and English. Should there be any discrepancies or misunderstandings between the two versions, the Chinese version shall prevail.

## Part II Key Corporate Information

### I Key Financial Information

Indicate by tick mark whether there is any retrospectively restated datum in the table below.

□ Yes √ No

| | Q1 2020 | Q1 2019 | Change (%) |
|---|---|---|---|
| Operating revenue (RMB) | 2,719,875.42 | 356,917.07 | 662.05% |
| Net profit attributable to the listed company's shareholders (RMB) | 3,810,690.98 | -2,170,489.40 | -275.57% |
| Net profit attributable to the listed company's shareholders before exceptional items (RMB) | -2,145,457.64 | -2,254,549.76 | -1,046.77% |
| Net cash generated from/used in operating activities (RMB) | 16,157,939.67 | -839,954.80 | 4.84% |
| Basic earnings per share (RMB/share) | 0.0120 | -0.0068 | -276.47% |
| Diluted earnings per share (RMB/share) | 0.0120 | -0.0068 | -276.47% |
| Weighted average return on equity (%) | 1.23% | -0.61% | -301.64% |
| | 31 March 2020 | 31 December 2019 | Change (%) |
| Total assets (RMB) | 500,362,851.76 | 514,650,229.26 | -2.78% |
| Equity attributable to the listed company's shareholders (RMB) | 348,909,019.38 | 345,098,328.40 | 1.10% |

Exceptional gains and losses:

√ Applicable □ Not applicable

Unit: RMB

| Item | Q1 2020 | Note |
|---|---|---|
| Other gains and losses that meet definition of nonrecurring gain/loss | 1,039.30 | |
| Depreciation reserves returns of receivables with separate depreciation test | 8,822,884.58 | |
| Less: Income tax effects | 2,205,980.97 | |
| Non-controlling interests effects (net of tax) | 661,794.29 | |
| Total | 5,956,148.62 | -- |

Explanation of why the Company reclassifies as recurrent an exceptional gain/loss item defined or listed in the Explanatory Announcement No. 1 on Information Disclosure for Companies Offering Their Securities to the Public—Exceptional Gain/Loss Items:

□ Applicable √ Not applicable

No such cases for the Reporting Period.

### II Total Number of Shareholders and Holdings of Top 10 Shareholders at 31 March 2020

1. Numbers of Ordinary Shareholders and Preferred Shareholders with Resumed Voting Rights as well as Holdings of Top 10 Shareholders

Unit: share

| Number of ordinary shareholders at the period-end | 9,205 | Number of preferred shareholders with resumed voting rights at the period-end (if any) | 0 |
|---|---|---|---|

Top 10 shareholders

| Name of shareholder | Nature of shareholder | Shareholding percentage | Total shares held | Private shares held | Shares in pledge or frozen: Status | Shares in pledge or frozen: Shares |
|---|---|---|---|---|---|---|
| SHENZHEN SHENGH-ENGCHANG HUIFU INDUSTRIAL CO., LTD. | Domestic non-state-owned legal person | 36.99% | 117,855,000 | 117,855,000 | Pledged | 117,855,000 |
| | | | | | Frozen | 117,855,000 |
| SHENZHEN RISHENG CHUANGYUAN ASSET MANAGEMENT CO., LTD. | Domestic non-state-owned legal person | 10.68% | 34,020,000 | 34,020,000 | Pledged | 34,020,000 |
| | | | | | Frozen | 34,020,000 |
| GUOTAI JUNAN SECURI-TIES(HONGKONG) LIMITED | Foreign legal person | 7.24% | 23,050,955 | | | |
| SHENWAN HONGYUAN SECURITIES (HK) LIMITED | | 4.63% | 14,739,516 | | | |
| SHENZHEN LIANHUA HUIREN INDUSTRIAL CO., LTD. | Domestic non-state-owned legal person | 3.81% | 12,150,000 | 12,150,000 | Pledged | 12,150,000 |
| | | | | | Frozen | 12,150,000 |
| ESSENCE INTERNATION-AL SECURITIES (HONG KONG) LIMITED | Foreign legal person | 2.31% | 7,372,333 | | | |
| Haitong International Securities Company Limited-Account Client | Foreign legal person | 2.07% | 6,587,383 | | | |
| TANG HAIMING | | 1.49% | 4,738,000 | | | |
| CHINA EVERBRIGHT SECURITIES (HK) LIMITED | Foreign legal person | 1.33% | 4,226,600 | | | |
| CHEN JIANXING | Domestic natural person | 0.58% | 1,850,695 | | | |

Top 10 public shareholders

| Name of shareholder | Public shares held | Shares by type: Type | Shares by type: Shares |
|---|---|---|---|
| GUOTAI JUNAN SECURITIES(HONGKONG) LIMITED | 23,050,955 | Domestically listed foreign stock | 23,050,955 |
| SHENWAN HONGYUAN SECURITIES (HK) LIMITED | 14,739,516 | Domestically listed foreign stock | 14,739,516 |
| ESSENCE INTERNATIONAL SECURITIES (HONG KONG) LIMITED | 7,372,333 | Domestically listed foreign stock | 7,372,333 |
| Haitong International Securities Company Limited-Account Client | 6,587,383 | Domestically listed foreign stock | 6,587,383 |
| TANG HAIMING | 4,738,000 | Domestically listed foreign stock | 4,738,000 |
| CHINA EVERBRIGHT SECURITIES (HK) LIMITED | 4,226,600 | Domestically listed foreign stock | 4,226,600 |
| CHEN JIANXING | 1,850,695 | Domestically listed foreign stock | 1,850,695 |
| LIN ZHENMIN | 1,152,849 | Domestically listed foreign stock | 1,152,849 |
| CHEN JINMING | 765,500 | Domestically listed foreign stock | 765,500 |
| LIU YONGHE | 722,440 | Domestically listed foreign stock | 722,440 |
| Related or acting-in-concert parties among the shareholders above | Related or acting-in-concert parties are unknown. | | |
| Top 10 ordinary shareholders involved in securities margin trading (if any) | N/A | | |

Indicate by tick mark whether any of the top 10 ordinary shareholders or the top 10 unrestricted ordinary shareholders of the Company conducted any promissory repo during the Reporting Period.

□ Yea √ No

No such cases in the Reporting Period.

2. Number of Preferred Shareholders and Shareholdings of Top 10 of Them

□ Applicable √ Not applicable

## Part III Significant Events

### I Changes in Key Financial Statement Line Items and Explanation of why

√ Applicable □ Not applicable

Monetary assets decreased as at 31 March 2020 compared to 31 December 2019 primarily due to operation reasons; accounts receivable decreased as at 31 March 2020 compared to 31 December 2019 primarily due to the collection of payments in the Reporting Period; other payables decreased as at 31 March 2020 compared to 31 December 2019 primarily due to the payment for equity acquisition; operating revenue and cost of sales in Q1 2020 increased compared to Q1 2019 primarily due to the increase in sales revenue; and asset impairment loss in Q1 2020 changed considerably compared to Q1 2019 primarily due to the reversed impairment allowances.

### II Progress, Influence and Solutions with regard to Significant Events

√ Applicable □ Not applicable

Asia Pacific (Group) CPAs (Special General Partnership) issued a qualified opinion with emphasis on matter paragraph and internal control audit report with adverse opinion on the Company's financial statements of 2019. The Company made a specific explanation on the items involved in the modified audit opinion and internal control adverse opinion. Please refer to the announcement of the Company published on 28 April 2020 for details.

| Summary of the significant event | Disclosure date | Index to the related announcement |
|---|---|---|
| Specific explanation on the items involved in the qualified opinion with emphasis on matter paragraph | 28 April 2020 | Published on www.cninfo.com.cn |
| Specific explanation on the items involved in the internal control audit report with adverse opinion | 28 April 2020 | Published on www.cninfo.com.cn |

Progress of any share repurchase:

□ Applicable √ Not applicable

No share repurchase.

Progress of any reduction of the repurchased shares through centralized bidding:

□ Applicable √ Not applicable

### III Commitments that the Company's Actual Controller, Shareholders, Related Parties, Acquirers, the Company Itself or Other Parties, Failed to Fulfill on Time during the Reporting Period

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### IV Securities Investments

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### V Wealth Management Entrustment

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### VI Investments in Derivative Financial Instruments

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### VII Communications with the Investment Community such as Researches, Inquiries and Interviews during the Reporting Period

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### VIII Irregularities in the Provision of Guarantees

□ Applicable √ Not applicable

No such cases in the Reporting Period.

### IX Occupation of the Company's Capital by the Controlling Shareholder or Its Related Parties for Non-Operating Purposes

□ Applicable √ Not applicable

No such cases in the Reporting Period.

證券代碼：200168 證券簡稱：*ST舜喆B 公告編號：2020-005

# 廣東舜喆（集團）股份有限公司
# 第七屆董事會第三十三次會議決議公告

本公司及董事會全體成員保證公告內容的真實、準確和完整，沒有虛假記載、誤導性陳述或重大遺漏。

公司第七屆董事會第三十三次會議通知於2020年4月17日以電子郵件和傳真方式發出，本次會議於2020年4月27日上午10：30在深圳市南山區西麗一本電子商務大廈990號會議室召開。出席會議董事應到6人，實到6人，表決6人（其中董事陳鴻海委託董事陳東偉代為出席，並行使表決權）。監事會成員和高管人員列席了本次會議。會議符合《公司法》和《公司章程》的有關規定，會議形成的決議合法、有效。會議由副董事長陳鴻成先生主持，會議審議並通過如下議案：

一、同意2019年度董事會工作報告；

具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公司公告。

該議案表決情況：6票同意，0票反對，0票棄權。

該報告尚需提請股東大會審議。

二、同意2019年度財務決算報告；

具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公司公告。

該議案表決情況：6票同意，0票反對，0票棄權。

該報告尚需提請股東大會審議。

三、同意2019年度利潤分配預案；

經亞太（集團）會計師事務所（特殊普通合夥）審計，公司2019年度實現歸屬於母公司所有者的合併淨利潤1,996,242.74元，公司本年度合併可供分配利潤約為-115,844,230.62元；母公司2018年度實現淨利潤為-5,807,913.58 元，母公司本年度實際可供分配利潤約為-66,280,208.37元。

鑒於公司進行利潤分配以母公司為主體，因此，公司董事會提議2018年度利潤分配預案為：不進行利潤分配，也不以資本公積金轉增股本，留存資金繼續用於運營。

獨立董事意見：公司董事會擬定的2019年度利潤分配預案是符合《公司法》、《公司章程》等有關規定，符合公司當前的實際情況。不存在損害公司股東，尤其是中小股東利益的行為，同意董事會擬定的利潤分配方案，並將該預案提交公司2019年年度股東大會審議。

該議案表決情況：6票同意，0票反對，0票棄權。

該利潤分配預案尚需提請股東大會審議。

四、同意2019年度報告及摘要；

具體內容詳見《證券時報》、香港《大公報》、巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公司公告。

該議案表決情況：6票同意，0票反對，0票棄權。

該報告及摘要尚需提請股東大會審議。

五、同意董事會關於保留加強調事項段審計意見涉及事項的專項說明；

具體內容詳見《證券時報》、香港《大公報》、巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公告。

獨立董事意見：公司應嚴格按照相關措施認真履行，消除保留加強調事項段審計意見涉及事項對公司的影響，切實維護廣大投資者尤其是中小投資者的利益。

該議案表決情況：6票同意，0票反對，0票棄權。

六、同意2019年內部控制自我評價報告；

具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公告。

獨立董事意見：公司未能按照《企業內部控制基本規範》和相關規定在所有重大事項保持有效的財務報告內部控制。公司內部控制措施在對外擔保進展情況方面存在不足，其運行控制的環節部分失效，存在重大缺陷。作為獨立董事，我們要求公司加強內部控制的建設，切實維護廣大投資者尤其是中小投資者的利益。公司2019年內部控制自我評價報告真實客觀地反映了公司治理和內部控制的實際情況。

該議案表決情況：6票同意，0票反對，0票棄權。

七、關於對公司內部控制存在重大缺陷所涉及事項的專項說明；

具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公告。

該議案表決情況：6票同意，0票反對，0票棄權。

八、同意2020年一季度報告正文和全文。

具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公告。

該議案表決情況：6票同意，0票反對，0票棄權。

九、同意關於續聘2020年度財務審計和內部控制審計機構及報酬的議案；

公司決定續聘亞太（集團）會計師事務所（特殊普通合夥）為公司2020年度財務及內部控制審計機構，其中財務審計服務的報酬為人民幣60萬元，內部控制審計服務的報酬為人民幣25萬元。

該事項事前徵得獨立董事同意，獨立董事發表意見，董事會審計委員會同意續聘。具體內容詳見巨潮資訊網（http://www.cninfo.com.cn）2020年4月28日之公告。

該議案表決情況：6票同意，0票反對，0票棄權。

該議案尚需提請股東大會審議。

廣東舜喆（集團）股份有限公司

董事會

二〇二〇年四月二十八日

證券代碼：200168 證券簡稱：*ST舜喆B 公告編號：2020-010

# 廣東舜喆（集團）股份有限公司
# 關於續聘會計師事務所的公告

本公司及董事會全體成員保證公告內容的真實、準確和完整，沒有虛假記載、誤導性陳述或重大遺漏。

廣東舜喆（集團）股份有限公司（以下簡稱「公司」）於2020年4月27日召開的第七屆董事會第三十三次會議審議通過了《關於續聘2020年度財務審計和內部控制審計機構的議案》，同意續聘亞太會計師事務所（特殊普通合夥）（以下簡稱「亞太會計師事務所」）為公司2020年度審計機構，本事項尚需提交2019年度股東大會審議通過。

**一、擬續聘會計師事務所事項的情況說明**

亞太會計師事務所是一家具有證券、期貨相關業務資格的會計師事務所，具備多年為上市公司提供審計服務的經驗與能力。在擔任公司2019年度審計機構期間，亞太會計師事務所恪盡職守，遵循獨立、客觀、公正的職業準則，較好的完成了公司2019年度財務報告審計的各項工作。為保持審計工作連續性，公司董事會擬續聘亞太會計師事務所為公司2020年度審計機構，審計費用為人民幣60萬元。

**二、擬聘任會計師事務所基本信息**

**（一）機構信息**

1、機構名稱：亞太會計師事務所（特殊普通合夥）

2、機構性質：特殊普通合夥

3、歷史沿革：亞太會計師事務所成立於1984年，1994年取得了執行證券、期貨相關業務資格（證券從業資格證書編號：000426），2013年11月整體改制更名為為亞太（集團）會計師事務所（特殊普通合夥），註冊資本1,800萬元。亞太會計師事務所現設有綜合部、發展部、財務部、風險評估部、業務監管部和專業標準部等職能部門和8個審計業務部，並在上海、深圳、濟南、鄭州、南京、廣州、合肥、成都、西安、杭州、武漢、石家莊、大連、重慶等地擁有16家分所，形成了立足北京、面向全國、走向國際的服務網絡和提供配套的會計中介服務體系。

4、註冊地址：北京市海澱區西四環中路16號院7號樓1101

5、業務資質：1994年取得了執行證券、期貨相關業務資格（證券從業資格證書編號：000426）

6、是否從事過證券服務業務：是

7、投資者保護能力：已購買職業保險，累計賠償限額為2億元人民幣，能夠覆蓋因審計失敗導致的民事賠償責任，具有很強的保護投資者的能力。

8、是否加入相關國際會計網絡：摩斯倫國際會計組織、國際會計師事務所聯盟（CPAAI）

**（二）人員信息**

1、總體情況：

亞太會計師事務所首席合夥人為王子龍先生，截至2019年12月31日員工人數2,099人，其中合夥人89名；註冊會計師541人，從事證券服務業務的註冊會計師362人。

2、項目合夥人及擬簽字註冊會計師：

本項目的項目合夥人為周含軍先生，具有中國註冊會計師資格，是本項目的簽字註冊會計師。從2012年3月至今在亞太會計師事務所執業，先後為40餘家A、B股上市公司提供過年度審計服務，包括金亞科技股份有限公司、浙江仁智股份有限公司、獐子島集團股份有限公司等。

第二簽字註冊會計師為戴勤永女士，具有中國註冊會計師資格，是本項目的簽字註冊會計師，從2018年11月至今在亞太會計師事務所執業，已為多家A、B股上市公司提供過年度審計服務，包括金亞科技股份有限公司、浙江仁智股份有限公司等。

項目質控員貴人：梅春，執業資格證書號：42000320485。

亞太會計師事務所及周含軍先生受到深圳監管局的警示函措施一次（中國證券監督管理委員會深圳監管局行政監管措施決定書〔2020〕1號：亞太會計師事務所執行的深圳美麗生態股份有限公司2015年年報審計執業項目專項檢查），已於2020年1月18日向深圳監管局提交了整改報告。簽字會計師戴勤永女士及質控員貴人未受到證券監督管理部門的其他行政處罰和監管措施。

**（三）業務信息**

亞太會計師事務所2018年度業務收入6.04億元，其中審計業務收入5.35億元，證券業務0.84億元。上市公司2018年報審計30家。上市公司主要行業包括製造業、信息傳輸、軟件和信息技術服務業、批發和零售業、交通運輸、倉儲業、郵政業和房地產業，亞太會計師事務所具有公司所在行業審計業務經驗。

**（四）執業信息**

1、亞太會計師事務所及其從業人員不存在違反《中國註冊會計師職業道德守則》對獨立性要求的情形。

2、結合項目合夥人周含軍先生，項目質控員貴人梅春，簽字註冊會計師戴勤永女士過往豐富的從業經驗，完善的執業資質，從事過證券服務行業，為幾十家A股上市公司提供過年度審計服務的工作經歷，說明其具備相應專業勝任能力,能夠勝任公司年度審計工作。

**（五）誠信記錄**

最近三年，亞太會計師事務所以及擬簽字註冊會計師未受到刑事處罰、行政處罰及民事訴訟。收到證券監管部門採取行政監管措施累計11份。其中，2017年2份，2018年2份，2019年7份，均已完成整改工作。

三、擬續聘會計師事務所履行的程序

**（一）董事會審計委員會意見**

公司董事會審計委員會對亞太會計師事務所進行了審查，認為亞太會計師事務所在執業資質、獨立性、專業勝任能力、投資者保護能力等方面能夠滿足公司財務審計工作的要求。在擔任公司2019年度審計機構期間，亞太會計師事務所恪盡職守，遵循獨立、客觀、公正的職業準則，較好的完成了公司2019年度財務報告審計的各項工作。因此，同意提請公司董事會繼續聘任亞太會計師事務所為公司2020年度審計機構。

**（二）獨立董事事前認可