

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 PFC Device Inc. (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company and its subsidiaries. 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.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為相比起聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應了解投資於此類公司的潛在風險，並應經審慎周詳考慮後方作出投資決定。創業板的較高風險及其他特色，表示創業板適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告遵照聯交所創業板證券上市規則(「創業板上市規則」)的規定提供有關節能元件有限公司(「本公司」)及其附屬公司的資料。本公司各董事(「董事」)對本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺騙成份，亦無遺漏其他事項，致使本報告所載內容有所誤導。

THIRD QUARTERLY RESULTS

The board of Directors (“the Board”) of the Company is pleased to announce the unaudited condensed consolidated third quarterly results of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the nine months ended 30 September 2017, together with the comparative unaudited figures for the corresponding period in 2016, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2017

第三季度業績

本公司董事會(「董事會」)欣然公佈本公司及其附屬公司(以下統稱為「本集團」)截至二零一七年九月三十日止九個月之未經審核簡明綜合第三季度業績，連同二零一六年同期未經審核比較數字，如下：

未經審核簡明綜合全面收益表

截至二零一七年九月三十日止三個月及九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)
Revenue	收入	3	7,972	6,218	19,826	16,883
Cost of sales	銷售成本		(6,138)	(4,654)	(15,312)	(12,130)
Gross profit	毛利		1,834	1,564	4,514	4,753
Other income	其他收入		479	11	482	37
Distribution and selling expenses	分銷及銷售開支		(34)	(31)	(96)	(92)
Administrative expenses	行政開支		(1,277)	(1,058)	(3,851)	(2,748)
Other operating expenses	其他經營開支					
– Listing expenses	– 上市開支		–	(750)	–	(1,436)
– Others	– 其他		(87)	(73)	(225)	(218)
Finance costs	財務成本		(3)	(27)	(10)	(63)
Other gains and losses	其他收益及虧損		21	(124)	(196)	(295)
Profit/(Loss) before income tax	所得稅前溢利/(虧損)	4	933	(488)	618	(62)
Income tax expense	所得稅開支	5	(213)	(46)	(371)	(295)
Profit/(Loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利/(虧損)		720	(534)	247	(357)
Other comprehensive income for the period	期內其他全面收益					
Item that may be reclassified subsequently to profit or loss	其後可能重新分類至損益的項目					
Exchange difference arising from translation of overseas operations	換算海外業務產生的匯兌差額		274	103	1,020	54
Total comprehensive income for the period attributable to owners of the Company	本公司擁有人應佔期內全面收益總額		994	(431)	1,267	(303)
			US cents 美仙	US cents 美仙	US cents 美仙	US cents 美仙
Earnings/(Loss) per share	每股盈利/(虧損)	7				
– Basic	– 基本		0.045	(0.045)	0.015	(0.030)
– Diluted	– 攤薄		0.045	(0.045)	0.015	(0.030)

**UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY**

For the nine months ended 30 September 2017

未經審核簡明綜合權益變動表

截至二零一七年九月三十日止九個月

		Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Share option reserve 購股權儲備 US\$'000 千美元	Merger reserve 合併儲備 US\$'000 千美元	Capital contribution 出資 US\$'000 千美元	Translation reserve 滙兌儲備 US\$'000 千美元	Accumulated losses 累計虧損 US\$'000 千美元	Total 合計 US\$'000 千美元
Nine months ended 30 September 2016 (unaudited)	截至二零一六年九月三十日止九個月(未經審核)								
At 1 January 2016	於二零一六年一月一日	5,628	-	89	327	1,247	(396)	(1,424)	5,471
Loss for the period	期內虧損	-	-	-	-	-	-	(357)	(357)
Other comprehensive income for the period	期內其他全面收益								
- Exchange difference arising from translation of overseas operations	- 換算海外業務產生的匯兌差額	-	-	-	-	-	54	-	54
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	54	(357)	(303)
Issue of shares upon exercise of share options	行使購股權時發行股份	553	89	(89)	-	-	-	-	553
Acceleration of vesting of share options	購股權加速歸屬	-	-	2	-	-	-	-	2
Termination of option plan	終止購股權計劃	-	-	(2)	-	-	-	2	-
Recognition of obligation arising from the share repurchase agreements	股份購回協議而確認負債	(553)	-	-	-	-	-	-	(553)
Issue of shares under a subscription agreement	根據認購協議發行股份	7,700	-	-	-	-	-	-	7,700
Derecognition of obligation upon termination of the share repurchase arrangement	終止股份購回安排而註銷負債	553	-	-	-	-	-	-	553
Share Swap	股份互換	(13,864)	13,286	-	578	-	-	-	-
At 30 September 2016	於二零一六年九月三十日	17	13,375	-	905	1,247	(342)	(1,779)	13,423
Nine months ended 30 September 2017 (unaudited)	截至二零一七年九月三十日止九個月(未經審核)								
At 1 January 2017	於二零一七年一月一日	2,062	20,536	-	905	1,247	(1,026)	(1,504)	22,220
Profit for the period	期內溢利	-	-	-	-	-	-	247	247
Other comprehensive income for the period	期內其他全面收益								
- Exchange difference arising from translation of overseas operations	- 換算海外業務產生的匯兌差額	-	-	-	-	-	1,020	-	1,020
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	1,020	247	1,267
Issue of shares upon exercise of PFC Share Option (note 8)	行使節能元件購股權時發行股份(附註8)	11	248	(81)	-	-	-	-	178
Vested share option lapsed (note 8)	歸屬購股權失效(附註8)	-	-	(17)	-	-	-	17	-
Share-based payment expense of options granted by the Company (note 8)	本公司已授出購股權股份支付開支(附註8)	-	-	299	-	-	-	-	299
At 30 September 2017	於二零一七年九月三十日	2,073	20,784	201	905	1,247	(6)	(1,240)	23,964

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL INFORMATION

PFC Device Inc. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 2 March 2016. The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business is located at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong. The Company’s shares have been listed on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) since 7 October 2016.

The Group, comprising the Company and its subsidiaries, is principally engaged in manufacturing and sales of power discrete semiconductors.

The ultimate holding company of the Company is Shell Electric Holdings Limited (“**Shell Electric**”), a company incorporated in Bermuda.

The condensed consolidated financial information of the Group for the nine months ended 30 September 2017 have not been audited but have been reviewed by the Audit Committee, and were approved for issue by the directors on 9 November 2017.

2. BASIS OF PREPARATION

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 year beginning 1 January 2017, the accounting policies applied in preparing these unaudited condensed consolidated financial information for the nine months ended 30 September 2017 are consistent with those of the annual financial statements. The unaudited condensed consolidated financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2016 (the “**2016 Annual Financial Statements**”) which have been prepared in accordance with HKFRSs.

The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are not yet effective.

The unaudited condensed consolidated financial information have been prepared under the historical cost basis.

The unaudited condensed consolidated financial information are presented in United States dollars (“**US\$**”), which is same as the functional currency of the Company.

未經審核簡明綜合財務資料附註

1. 一般資料

節能元件有限公司(「本公司」)於二零一六年三月二日在開曼群島註冊成立之獲豁免有限公司。註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。本公司的主要營業地點為香港柴灣利眾街12號蜆壳工業大廈一樓。本公司股份自二零一六年十月七日起於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本集團，包括本公司及其附屬公司，主要從事產銷離散式功率半導體業務。

本公司的最終控股公司為蜆壳電器控股有限公司(「蜆壳電器」)，一間於百慕達註冊成立的公司。

本集團截至二零一七年九月三十日止九個月之簡明綜合財務資料均未經審核，惟經審核委員會審閱並經董事於二零一七年十一月九日批准刊發。

2. 編製基準

除採納由香港會計師公會(「香港會計師公會」)頒佈於二零一七年一月一日開始的本集團財政年度生效的新訂及經修訂香港財務報告準則(「香港財務報告準則」)外，編製此截至二零一七年九月三十日止九個月的未經審核簡明綜合財務資料所採用的會計政策與編製該等全年度財務報表所採用者貫徹一致。本未經審核簡明綜合財務資料應與截至二零一六年十二月三十一日止年度的全年財務報表(「二零一六年年度財務報表」)一併閱覽。

本集團並無提早應用香港會計師公會已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

未經審核簡明綜合財務資料已按歷史成本法基礎編製。

此等未經審核簡明綜合財務資料乃以美元(「美元」)呈列，與本公司的功能貨幣一致。

**NOTES TO THE UNAUDITED
CONDENSED CONSOLIDATED
FINANCIAL INFORMATION (continued)**

**未經審核簡明綜合財務資料附註
(續)**

3. REVENUE

The Group is principally engaged in manufacturing and sales of power discrete semiconductors. Revenue represented the net invoiced value of goods sold during the periods as follows:

3. 收入

本集團主要從事產銷離散式功率半導體業務。收入指於期內所銷售的貨品之發票淨額如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)
Sales of power discrete semiconductors	銷售離散式功率半導體	7,160	5,543	17,962	15,131
Trading of raw materials	原材料貿易	812	675	1,864	1,752
		7,972	6,218	19,826	16,883

4. PROFIT/(LOSS) BEFORE INCOME TAX

4. 所得稅前溢利／(虧損)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)
Profit/(Loss) before income tax is arrived after charging:	所得稅前溢利／(虧損)已扣除：				
Write down of inventories to net realisable value	存貨減值至可變現淨值	27	34	146	171
Depreciation of property, plant and equipment	物業、廠房及設備折舊	413	334	1,194	1,002
Employee benefit expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)				
– Salaries, wages and other benefits	– 薪金、工資及其他福利	1,115	917	3,232	2,472
– Contribution to defined contribution retirement plans	– 向界定供款退休計劃供款	58	51	168	139
– Equity settled share-based payment expense (note 8)	– 權益結算股份支付開支(附註8)	35	–	299	2
		1,208	968	3,699	2,613

**NOTES TO THE UNAUDITED
CONDENSED CONSOLIDATED
FINANCIAL INFORMATION (continued)**

**未經審核簡明綜合財務資料附註
(續)**

5. INCOME TAX EXPENSE

The amounts of income tax in the unaudited condensed consolidated statement of comprehensive income represent:

5. 所得稅開支

未經審核簡明綜合全面收益表中所得稅開支金額為：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)
Current tax	即期稅項				
- Hong Kong Profits Tax	- 香港利得稅	-	-	-	-
- Other regions of the People's Republic of China (the "PRC")	- 中華人民共和國 (「中國」) 其他地區	127	-	290	-
- Enterprise Income Tax ("EIT")	- 企業所得稅 (「企業所得稅」)				
- Taiwan	- 台灣	78	62	78	336
Deferred tax	遞延稅項	205 8	62 (16)	368 3	336 (41)
Income tax expense	所得稅開支	213	46	371	295

Hong Kong Profits Tax is calculated at 16.5% (2016: 16.5%) on the estimated assessable profits derived from Hong Kong. Profits tax arising from operations in Taiwan is calculated at 17% (2016: 17%) on the estimated assessable profit derived from Taiwan.

香港利得稅乃根據該期間源自香港的估計應課稅溢利按16.5% (二零一六年：16.5%) 計算。台灣業務所產生的所得稅根據該期間應課稅溢利按17% (二零一六年：17%) 計算。

EIT arising from other regions of the PRC is calculated at 25% (2016: 25%) on the estimated assessable profit derived from other regions of the PRC.

中國其他地區之企業所得稅根據估計應課稅溢利按25%計算 (二零一六年：25%)。

6. DIVIDEND

The Board does not declare the payment of any interim dividend for the nine months ended 30 September 2017 (Nine months ended 30 September 2016: nil).

6. 股息

董事會宣佈就截至二零一七年九月三十日止九個月不派付任何中期股息 (截至二零一六年九月三十日止九個月：無)。

**NOTES TO THE UNAUDITED
CONDENSED CONSOLIDATED
FINANCIAL INFORMATION (continued)**

**未經審核簡明綜合財務資料附註
(續)**

7. EARNINGS/(LOSS) PER SHARE

7. 每股盈利／(虧損)

The calculation of basic earnings/(loss) per share is based on the following data:

每股基本盈利／(虧損)乃基於以下資料計算得出：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)	2016 二零一六年 US\$'000 千美元 (unaudited) (未經審核)
Earnings/(Loss)	盈利／(虧損)				
Profit/ (Loss) for the period attributable to owners of the Company	本公司擁有人應佔期內 溢利／(虧損)	720	(534)	247	(357)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 '000 千股 (unaudited) (未經審核)	2016 二零一六年 '000 千股 (unaudited) (未經審核)	2017 二零一七年 '000 千股 (unaudited) (未經審核)	2016 二零一六年 '000 千股 (unaudited) (未經審核)
Number of shares:	股份數目：				
Weighted average number of shares in issue during the period	期內已發行股份數目之 加權平均數	1,603,386	1,193,723	1,601,141	1,192,679

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION (continued)

7. EARNINGS/(LOSS) PER SHARE (continued)

The weighted average number of ordinary shares for the purposes of calculating basic earnings per share for the three months and the nine months ended 30 September 2017 of 1,603,386,000 and 1,601,141,000 shares respectively, which represents the number of shares in issue in the respective periods, after taking into account the effect of the Company's shares in issue upon completion of the placing and capitalisation issue on 7 October 2016 and the allotment of shares upon exercise of PFC Share Option.

Diluted earnings per share for the three months and the nine months ended 30 September 2017 are calculated by dividing the Group's profit for the period attributable to owners of the Company by the weighted average number of ordinary shares for the purposes of calculating the basic earnings per share of 1,603,386,000 and 1,601,141,000 shares respectively, after adjustment for the potential dilutive effect in the potential ordinary shares to be issued on the exercise of the share options granted by the Company on 22 March 2017 of 12,435,000 and 11,335,000 shares respectively.

未經審核簡明綜合財務資料附註 (續)

7. 每股盈利／(虧損)(續)

計算截至二零一七年九月三十日止三個月及九個月的每股基本盈利所用的普通股加權平均數分別為1,603,386,000股及1,601,141,000股，乃指本公司於各期間的已發行股份數目，並經計及於二零一六年十月七日完成配售及資本化發行以及於行使節能元件購股權時發行股份對本公司已發行股份的影響。

截至二零一七年九月三十日止三個月及九個月之每股攤薄盈利，乃按本集團之擁有人應佔期內溢利除以用於計算每股基本盈利之加權平均普通股數分別為1,603,386,000股及1,601,141,000股計算，並就本公司於二零一七年三月二十二日授出之購股權獲行使時分別擬發行之12,435,000股及11,335,000股潛在普通股之潛在攤薄影響作出調整。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION (continued)

未經審核簡明綜合財務資料附註 (續)

8. SHARE-BASED PAYMENT ARRANGEMENTS

Pursuant to resolution passed by the shareholders of the Company on 19 September 2016, the adoption of the share option scheme of the Company (the “**PFC Device Option Scheme**”) was approved to enable the Company to grant options to eligible persons as incentives or rewards for their contributions or potential contributions to the Group. Eligible participants of PFC Device Option Scheme include the directors, employees, executives or officers of the Group and any suppliers, consultants, agents, advisers and related entities to the Group.

The PFC Device Option Scheme shall be valid and effective for a period of ten years commencing from the date on which the PFC Device Option Scheme becomes unconditional. The subscription price shall be such price as the board of directors of the Company in its absolute discretion shall determine, provided that such price will not be less than the highest of: (a) the closing price of the shares of the Company as stated in the Stock Exchange’s daily quotations sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities; (b) the average of the official closing price of the shares of the Company as stated in the Stock Exchange’s daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of the share of the Company.

On 22 March 2017, options to subscribe for an aggregate of 41,794,191 shares (“**PFC Share Option**”), were granted under PFC Device Option Scheme to certain directors, senior management, employees and consultants, which shall vest based on the vesting schedules specified in the offer documents of the respective grantees. Share options granted to non-employee participants are for their contributions to the Group in respect of providing services similar to those rendered to its employees.

The fair value of the share options granted on 22 March 2017 was HK\$3,271,000 equivalent to approximately US\$421,000, of which US\$35,000 and US\$299,000 respectively were charged to profit or loss for the three months and nine months ended 30 September 2017. Such fair value was estimated by independent professional valuer at the date of grant using Binomial Model taking into account the terms and conditions of the options granted. The following table shows the significant inputs used in the model:

Dividend yield	0%
Historical volatility	43.032%
Risk-free interest rate	1.636%
Expected life of option	10 years

The historical volatility of a combination of companies of similar nature was used to estimate the historical volatility of the shares of the Company.

8. 股份支付開支安排

根據本公司股東於二零一六年九月十九日通過之決議案，本公司已獲批准採納購股權計劃（「**節能元件購股權計劃**」）。本公司的購股權計劃使本公司可向合資格人士授出購股權作為其對本集團的貢獻或潛在貢獻之激勵或獎勵。節能元件購股權計劃的合資格參與者包括本集團的董事、僱員、高級職員或行政人員，以及本集團的任何供應商、顧問、代理人、諮詢人及相關實體。

節能元件購股權計劃將自節能元件購股權計劃成為無條件之日起十年內有效及生效。購股權的股份認購價應為本公司董事會全權酌情釐定之價格，惟該價格不會低於以下各項中的最高者：(a)於授出日期（必須為聯交所開放經營證券買賣業務之日）載於聯交所每日股價表的本公司股份收市價；(b)緊接授出日期前五個營業日，載於聯交所每日股價表的本公司股份平均正式收市價；及(c)本公司的股份面值。

於二零一七年三月二十二日，根據節能元件購股權計劃向若干董事、高級管理人員、僱員及顧問授出可認購合共41,794,191股股份的購股權（「**節能元件購股權**」），該等購股權將根據各獲授人的發售文件所指定歸屬時間表歸屬。向非僱員參與者授出購股權乃因彼等向本集團提供與其僱員類似的服務所作出的貢獻。

於二零一七年三月二十二日授出的購股權之公平價值為3,271,000港元，相當約421,000美元；其中35,000美元及299,000美元已分別於截至二零一七年九月三十日止三個月及九個月之損益中扣除。該公平價值由獨立專業評估師於授出日期根據二項模式估算，並已考慮到授予購股權的條款和條件。下表顯示該模式所使用的主要輸入：

股息率	0%
歷史波幅	43.032%
無風險利率	1.636%
預期購股權年期	10年

估算本公司股份之歷史波幅，已使用具有相類似性質公司組合其歷史波幅用作計量。

**NOTES TO THE UNAUDITED
CONDENSED CONSOLIDATED
FINANCIAL INFORMATION (continued)**

**未經審核簡明綜合財務資料附註
(續)**

**8. SHARE-BASED PAYMENT ARRANGEMENTS
(continued)**

8. 股份支付開支安排(續)

The movements of the share options granted under PFC Device Option Scheme during the period are as follows:

期內根據節能元件購股權計劃授出購股權之變動如下：

Category	Participants	Exercise price per share	Date of grant	Number of shares issuable under options 根據購股權可發行之股份數目					
				As at 1 January 2017 於二零一七年 一月一日	Granted on 22 March 2017 於二零一七年 三月二十二日 授出	Exercised during the period	Lapsed during the period	Cancelled during the period	As at 30 September 2017 於二零一七年 九月三十日
	參與人類別	每股行使價 (HK\$) (港元)	授出日期			期內行使	期內失效	期內註銷	
Directors									
	董事								
	Mr. Hong James Man-fai 洪文輝先生	0.165	22 March 2017 二零一七年三月二十二日	-	5,408,343	-	-	-	5,408,343
	Mr. Tang Che Yin 鄧自然先生	0.165	22 March 2017 二零一七年三月二十二日	-	2,800,000	-	-	-	2,800,000
	Senior management								
	高級行政人員								
		0.165	22 March 2017 二零一七年三月二十二日	-	9,915,848	(1,360,000)	(1,340,000)	-	7,215,848
	Employees								
	僱員								
		0.165	22 March 2017 二零一七年三月二十二日	-	21,420,000	(6,910,000)	(1,620,000)	-	12,890,000
	Consultants								
	顧問								
		0.165	22 March 2017 二零一七年三月二十二日	-	2,250,000	(150,000)	-	-	2,100,000
				-	41,794,191	(8,420,000)	(2,960,000)	-	30,414,191

Notes:

附註：

- The closing price of the Company's shares immediately before the date of grant of share options was HK\$0.172.
- The share options are exercisable, valid and effective for a period of 10 years from 1 April 2017.
- The weighted average closing price of the Company's shares immediately before the date on which these share options were exercised was HK\$0.210.

- 緊接購股權授出當日前的本公司股份收市價為0.172港元。
- 該等購股權自二零一七年四月一日起10年期間可行使、生效及有效。
- 緊接該等購股權獲行使之日前本公司股份之加權平均收市價為0.210港元。

As at 30 September 2017, there were 30,414,191 outstanding share issuable under options granted under PFC Device Option Scheme. The weighted average remaining contractual life was 9.5 years. Out of the total number of shares issuable under options outstanding as at 30 September 2017, options for 13,638,007 shares vested and were exercisable by the grantees by giving notice in writing to the Company. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of additional 30,414,191 shares of the Company.

於二零一七年九月三十日，節能元件購股權計劃項下授出之尚未行使購股權可發行之股份數目為30,414,191股。其加權平均剩餘約定年期為9.5年。於二零一七年九月三十日尚未行使之購股權可發行之股份總數中，13,638,007股股份之購股權獲歸屬並可由獲授人向本公司發出書面通知而予以行使。根據本公司現行股本架構，如所有尚未行使之購股權悉數行使，將導致本公司額外發行30,414,191股股份。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the design, assembly, and sales of power discrete semiconductors. Its principal applications and core segments include (1) power supply and adapters for television, personal computer, laptop, etc., (2) chargers for mobile phone, tablet, portable electronic devices, etc., (3) industry and automotive applications, and (4) solar junction box applications.

The Group continues to expand its efforts in market penetration in the third quarter of 2017. Revenue in the third quarter of 2017 amounted to US\$8.0 million as compared to US\$6.2 million for the same period of 2016, representing a 28% increase. Manufacturing costs as well as raw material costs increased significantly compared to last year, reducing our gross profit margin to 23% as compared to 25% for the same period of 2016.

With the increasing costs in manufacturing, the Group is evaluating whether it is more cost efficient to outsource our manufacturing operations to enhance profitability and to focus on high value-added activities on the product chain including research and development activities.

The Group targets to continue expanding its customer base and product portfolio with the introduction of additional MOSFET for power supply and Schottky for solar junction box applications.

USE OF PROCEEDS FROM THE PLACING

The net proceeds from the placing (after deducting the underwriting fees and related expenses) amounted to approximately HK\$57.4 million (equivalent to approximately US\$7.4 million). Having considered the Group's current operations and the potential outsourcing of the manufacturing operations as mentioned above, the directors are of the view that, as at 30 September 2017, no modification of the business plan regarding the use of proceeds as described in the prospectus of the Company dated 30 September 2016 was required at this stage. The Group had utilized from the net proceeds approximately HK\$21.8 million (equivalent to approximately US\$2.8 million) as at 30 September 2017, which is within the range of the schedule for the intended use of net proceeds as shown in the prospectus. The unused net proceeds have been placed as interest-bearing deposits with a licensed bank in Hong Kong.

FINANCIAL REVIEW

Revenue and Operating Results

Revenue from the Group's operations for the nine months ended 30 September 2017 amounted to US\$19.8 million, representing an increase of US\$2.9 million or 17% as compared to US\$16.9 million for the corresponding period in 2016. Such increase in revenue was primarily attributable to an increase in sales volume of the Group's Schottky products.

Profit for the period attributable to the owners of the Company was US\$0.25 million for the nine months ended 30 September 2017, as compared with the loss for the period attributable to the owners of the Company of US\$0.4 million for the corresponding period in 2016. The turnaround from loss to profit was mainly attributable to various factors including (i) the non-recurring of listing expenses incurred for the period ended 30 September 2016; (ii) increase in other income in the current period; offset by (iii) lowering of average selling price of power discrete semiconductors products and the increased manufacturing cost and thus the reduction of gross profit; and (iv) increase in administrative expenses primarily due to additional headcount and increase in staff costs also include equity-settled share-based payment expense incurred in the period.

管理層討論及分析

業務回顧

本集團主要從事設計、生產及銷售離散式功率半導體。其產品的主要應用及核心業務包括(1)電視、個人電腦及筆記型電腦之電源供應器及適配器；(2)流動電話、平板電腦、便攜式電子設備之充電器；(3)工業及汽車電源應用等；及(4)太陽能接線盒應用。

本集團在二零一七年第三季度繼續致力開拓市場領域。二零一七年第三季度的收入達8百萬美元，而二零一六年同期為6.2百萬美元，增長28%。與去年相比，製造成本以及原材料成本顯著增加，致令我們的毛利率從二零一六年同期的25%下降至23%。

隨著製造成本增加，本集團正評估將製造業務外判以提高盈利能力及專注於產品鏈上的高附加值業務(包括研發業務)是否更具成本效益。

本集團的目標是繼續開拓客戶群及產品組合，並引入額外的MOSFET電源及蕭特基用於太陽能接線盒應用。

配售所得款項用途

配售之所得款項淨額(經扣除包銷費用及相關開支後)約為57.4百萬港元(相當於約7.4百萬美元)。經考慮本集團的當前營運及可能外判製造業務(誠如上文所述)，董事認為截至二零一七年九月三十日，現階段毋須修改本公司於二零一六年九月三十日招股章程所述有關所得款項用途的業務計劃。截至二零一七年九月三十日止本集團已使用所得款項淨額中約21.8百萬港元(相當於約2.8百萬美元)，這在招股章程所示之所得款項淨額的預計使用進度範圍內。未使用的所得款項淨額已存置於香港的持牌銀行作為計息存款。

財務回顧

收入及營運業績

截至二零一七年九月三十日止九個月，本集團經營業務的收入為19.8百萬美元，比較二零一六年同期16.9百萬美元增加2.9百萬美元或17%。該增長主要由於本集團蕭特基產品銷售數量增加。

截至二零一七年九月三十日止九個月，本公司擁有人應佔期內溢利為0.25百萬美元，而二零一六年同期本公司擁有人應佔期內虧損為0.4百萬美元。扭虧為盈主要乃因多項因素所致，包括(i)於截至二零一六年九月三十日止期間產生的上市開支為非經常性；(ii)於本期間其他收入增加；並被下列所抵銷：(iii)離散式功率半導體產品的平均售價下降及製造成本增加，並因而導致毛利下降；及(iv)行政開支增加，乃主要由於新增員工人數及員工成本(亦包括於期內所產生的權益結算股份支付開支)增加。

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2017, the Directors and chief executives of the Company and/or any of their respective associates had the following interests and short positions in the shares (the "Shares"), underlying Shares and debentures of the Company and/or any of its associated corporation (which has the same meaning as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules :

I. Long Position in the Shares of the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held/ interested in the Company 所持有／擁有 權益的本公司 股份數目	Percentage of shareholding as at 30 September 2017 截至二零一七年 九月三十日止 的持股比例
董事姓名	身份／權益性質		
Mr. Yung Kwok Kee, Billy ("Mr. Yung") 翁國基先生 (「翁先生」)	Interest in a controlled corporation (Notes 1 and 2) 受控制法團權益 (附註1及2)	1,151,276,660	71.58%
Mr. Hong James Man-fai ("Mr. Hong") 洪文輝先生 (「洪先生」)	Beneficial interest (Note 3) 實益擁有人 (附註3)	12,531,657	0.78%
Mr. Chow Kai Chiu, David ("Mr. Chow") 周啟超先生 (「周先生」)	Beneficial interest 實益擁有人	2,703,838	0.17%

Notes:

- Mr. Yung is interested in 100% of the issued share capital of Red Dynasty Investments Limited ("Red Dynasty"). Red Dynasty holds 80.5% interest in Shell Electric Holdings Limited ("Shell Electric"). Lotus Atlantic Limited ("Lotus Atlantic") is wholly and beneficially owned by Sybond Venture Limited ("Sybond Venture"), and Sybond Venture is wholly and beneficially owned by Shell Electric. Mr. Yung is therefore deemed to be interested in 1,129,603,327 Shares held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of SFO.
- 21,673,333 Shares are charged by certain shareholders to Lotus Atlantic pursuant to the share charges.
- Mr. Hong is the beneficial owner of 12,531,657 Shares, in which 9,573,659 Shares are charged in favour of Lotus Atlantic pursuant to the share charge to be effective on the 7 October 2016 and executed by Mr. Hong.

權益披露

A. 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零一七年九月三十日，本公司董事及最高行政人員及／或彼等各自之聯繫人於本公司及／或其任何相聯法團(定義見香港法例571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份(「股份」)、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條須存置的登記冊內或根據證券及期貨條例第XV部或創業板上市規則另行通知本公司及聯交所的權益或淡倉如下：

I. 於本公司股份的好倉：

附註：

- 翁先生擁有Red Dynasty Investments Limited (「Red Dynasty」) 已發行股本的100%權益。Red Dynasty持有蜆壳電器控股有限公司(「蜆壳電器」)80.5%權益。Lotus Atlantic Limited (「Lotus Atlantic」) 由盈邦創業有限公司(「盈邦創業」)全資實益擁有，而盈邦創業則由蜆壳電器全資實益擁有。翁先生因此被視為擁有Lotus Atlantic所持有的1,129,603,327股股份的權益，就證券及期貨條例而言，該公司為蜆壳電器的間接全資附屬公司。
- 若干股東根據股份押記將21,673,333股股份押予Lotus Atlantic。
- 洪先生為12,531,657股股份的實益擁有人，當中9,573,659股股份根據二零一六年十月七日生效並由洪先生簽立的股份押記以Lotus Atlantic為受益人作出押記。

DISCLOSURE OF INTERESTS (continued)

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

II. Long Position in the underlying Shares

Name of Director	Capacity	Number of underlying Shares held	Percentage of shareholding as at 30 September 2017
董事姓名	身份	所持有相關股份數目	截至二零一七年九月三十日止的持股百分比
Mr. Hong 洪先生	Beneficial interest 實益擁有人	5,408,343 (Note 1) (附註1)	0.34%
Mr. Tang Che Yin ("Mr. Tang") 鄧自然先生 (「鄧先生」)	Beneficial interest 實益擁有人	2,800,000 (Note 2) (附註2)	0.17%

Notes:

- These underlying Shares represent 5,408,343 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Hong on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Hong from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.
- These underlying Shares represent 2,800,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Tang on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Tang from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.

Save as disclosed above, as at 30 September 2017, none of Directors nor chief executive of the Company and/or any of their respective associates has registered an interest or short positions in the Shares, underlying shares or debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

權益披露 (續)

A. 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉 (續)

II. 於相關股份的好倉：

Name of Director	Capacity	Number of underlying Shares held	Percentage of shareholding as at 30 September 2017
董事姓名	身份	所持有相關股份數目	截至二零一七年九月三十日止的持股百分比
Mr. Hong 洪先生	Beneficial interest 實益擁有人	5,408,343 (Note 1) (附註1)	0.34%
Mr. Tang Che Yin ("Mr. Tang") 鄧自然先生 (「鄧先生」)	Beneficial interest 實益擁有人	2,800,000 (Note 2) (附註2)	0.17%

附註：

- 該等相關股份指根據本公司於二零一六年九月十九日採納之購股權計劃而於二零一七年三月二十二日授予洪先生以非上市實物結算的購股權行使後將予發行之5,408,343股股份，根據購股權計劃，洪先生可於二零一七年四月一日至二零一七年三月三十一日(包括首尾兩日)期間行使上述購股權，行使價為每股0.165港元。
- 該等相關股份指根據本公司於二零一六年九月十九日採納之購股權計劃而於二零一七年三月二十二日授予鄧先生以非上市實物結算的購股權行使後將予發行之2,800,000股股份，根據購股權計劃，鄧先生可於二零一七年四月一日至二零一七年三月三十一日(包括首尾兩日)期間行使上述購股權，行使價為每股0.165港元。

除上文所披露者外，於二零一七年九月三十日，本公司董事或最高行政人員或彼等各自之聯繫人概無於本公司股份、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條須存置的登記冊內或根據證券及期貨條例第XV部或創業板上市規則另行通知本公司及聯交所的權益或淡倉。

DISCLOSURE OF INTERESTS (continued)

B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2017, the interest and short positions of the person (other than the Directors or chief executive of the Company as disclosed above) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Long/ short position	Percentage of shareholding as at 30 September 2017
股東名稱	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	截至二零一七年九月三十日止的持股百分比
Lotus Atlantic	Beneficial owner 實益擁有人	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Sybond Venture 盈邦創業	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Shell Electric 蜆壳電器	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Red Dynasty	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Ms. Vivian Hsu 徐芝潔女士	Family interest 家族權益	1,151,276,660 (Note 3) (附註3)	Long 好倉	71.58%

Notes:

- Red Dynasty holds 80.5% interest in Shell Electric. Lotus Atlantic is wholly and beneficially owned by Sybond Venture, and Sybond Venture is wholly and beneficially owned by Shell Electric. Each of these companies is therefore deemed to be interested in 1,129,603,327 Shares owned and held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of the SFO.
- 21,673,333 Shares are charged by certain shareholders to Lotus Atlantic pursuant to the share charges.
- These Shares represent the interest held by Lotus Atlantic which is a controlled corporation of Mr. Yung. Ms. Vivian Hsu ("Mrs. Yung") is the spouse of Mr. Yung. Under the SFO, Mr. Yung is deemed to be interested in all of the Shares owned by Lotus Atlantic and Mrs. Yung is deemed to be interested in all the Shares in which Mr. Yung is interested.

權益披露(續)

B. 主要股東於股份、相關股份及債權證的權益及淡倉

於二零一七年九月三十日，須記錄於本公司根據證券及期貨條例第 336 條須存置的登記冊的人士(董事或本公司最高行政人員除外)或公司的權益及淡倉如下：

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Long/ short position	Percentage of shareholding as at 30 September 2017
股東名稱	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	截至二零一七年九月三十日止的持股百分比
Lotus Atlantic	Beneficial owner 實益擁有人	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Sybond Venture 盈邦創業	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Shell Electric 蜆壳電器	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Red Dynasty	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Notes 1 and 2) (附註1及2)	Long 好倉	71.58%
Ms. Vivian Hsu 徐芝潔女士	Family interest 家族權益	1,151,276,660 (Note 3) (附註3)	Long 好倉	71.58%

附註：

- Red Dynasty持有蜆壳電器的80.5%權益。Lotus Atlantic由盈邦創業全資實益擁有，而盈邦創業則由蜆壳電器全資實益擁有。上述各公司因此被視為擁有Lotus Atlantic所持有的1,129,603,327股股份的權益。就證券期貨條例而言，該公司為蜆壳電器的間接全資附屬公司。
- 若干股東根據股份押記將21,673,333股股份押予 Lotus Atlantic。
- 該等股份指Lotus Atlantic所持有之權益，該公司為翁先生的受控制法團。徐芝潔女士(「翁太太」)為翁先生配偶。根據證券及期貨條例，翁先生被視為擁有Lotus Atlantic所擁有的所有股份權益，而翁太太被視為擁有翁先生所擁有的所有股份權益。

DISCLOSURE OF INTERESTS (continued)

B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

Save as disclosed above, as at 30 September 2017 and so far as known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has a share option scheme which was approved and adopted pursuant to the written resolutions on 19 September 2016. The terms of the PFC Device Option Scheme are in accordance with Chapter 23 of the GEM Listing Rules. Particulars of the PFC Device Option Scheme and the movements of the share options granted under the PFC Device Option Scheme during the period are set out in note 8 to the unaudited condensed consolidated financial information.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the PFC Device Option Scheme, at no time during the nine months ended 30 September 2017 were there rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

COMPETING INTERESTS

During the nine months ended 30 September 2017, so far as the Directors are aware, none of the Directors, the controlling shareholders and substantial shareholders, neither themselves nor their respective associates (as defined in the Listing Rules) had held any position or had interest in any businesses or companies that were or might be materially competing with the business of the Group, or gave rise to any concern regarding conflict of interests.

權益披露(續)

B. 主要股東於股份、相關股份及債權證的權益及淡倉(續)

除上文所披露外，於二零一七年九月三十日及據董事所知，除於「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一節所述董事及本公司最高行政人員外，概無人士已知會本公司其於本公司股份或相關股份中擁有須記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

購股權計劃

本公司之購股權計劃已根據於二零一六年九月十九日通過之書面決議案獲批准及採納。節能元件購股權計劃條款乃遵循創業板上市規則第23章的條文規定。節能元件購股權計劃詳情及於期內根據節能元件購股權計劃授出購股權變動載述於未經審核簡明綜合財務資料附註8。

董事購買股份或債券之權利

除節能元件購股權計劃者外，於截至二零一七年九月三十日止九個月概無授予任何董事或其配偶或年齡在18歲以下子女以購入本公司股份或債券而獲益之權利，或由其行使該等權利，或由本公司、其控股公司或其任何附屬公司及同系附屬公司安排致令董事可於任何其他法人團體獲得該等權利。

競爭權益

截至二零一七年九月三十日止九個月，據董事所知，概無董事、控股股東及主要股東自身或彼等各自的聯繫人(定義見上市規則)在與本集團業務構成或可能構成重大競爭的任何業務或公司中擔任任何職位或擁有權益，或引起任何與利益衝突有關的顧慮。

INTEREST OF COMPLIANCE ADVISOR

As at 30 September 2017, as notified by the Company's compliance advisor, Messis Capital Limited (the "Compliance Advisor"), except for the compliance advisor agreement entered into between the Company and the Compliance Advisor dated on 29 September 2016, neither the Compliance Advisor nor any of its directors, employees or close associates had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

PURCHASE, SALES OF REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the nine months ended 30 September 2017, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests. During the nine months ended 30 September 2017, the Company had complied with the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules except the following deviation:

Under the code provision C.2.5 of the CG Code, an issuer should have an internal audit function. The Company does not have an internal audit function from 1 January 2017 and up to 2 April 2017. Taking into account the size and complexity of the operations of the Group, the Company considers that the existing organization structure and the close supervision of the management could provide sufficient risk management and internal control for the Group. However, the Board has reviewed the need to set up an internal audit function and an internal auditor had been appointed on 3 April 2017. As such, the Company had complied with code provision C.2.5 of the CG Code from the same date.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standards of dealings as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the directors' securities transaction in securities of the Company (the "Model Code"). Having made specific enquiries with the Directors, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the nine months ended 30 September 2017.

合規顧問的權益

於二零一七年九月三十日，如本公司的合規顧問大有融資有限公司（「合規顧問」）所告知，除本公司與合規顧問於二零一六年九月二十九日訂立的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人無於本公司或本集團任何成員的股本中擁有任何權益（包括可認購該等證券的期權或權利），或擁有與本公司有關且根據創業板上市規則第6A.32條須知會本公司的其他權益。

購買、出售或贖回本公司上市證券

截至二零一七年九月三十日止九個月，本公司及其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

企業管治常規

本公司謹守高水準的企業管治規範。董事認為，良好及合理的企業管治常規乃本集團發展的重要原素，並可保障及盡量提高股東之權益。截至二零一七年九月三十日止九個月，本公司一直遵守創業板上市規則附錄十五所載企業管治守則（「企業管治守則」）的適用守則條文，除以下個別情況：

根據企業管治守則C.2.5的規定，發行人應具有內部審計職能。本公司自二零一七年一月一日起至二零一七年四月二日止，並無內部審計功能。考慮到本集團的經營規模及經營複雜程度，本公司認為現有組織架構及管理層的密切監督可以為本集團提供充分的風險管理和內部控制。然而董事會已經檢討了設立內部審計職能的必要性，並於二零一七年四月三日委任了一名內部審計員。因此，本公司自同日起已符合企業管治守則C.2.5的規定。

有關董事進行證券交易的行為守則

本公司已採納創業板上市規則第5.48條至5.67條載列的所需交易標準，作為董事進行本公司證券交易的行為守則條文（「標準守則」）。經向董事作出具體查詢後，全體董事已確認彼等於截至二零一七年九月三十日止九個月，一直遵守標準守則載列的規定準則。

AUDIT COMMITTEE

The audit committee of the Company (“**Audit Committee**”) consists of two independent non-executive Directors and one non-executive Director of the Company, namely Mr. Leung Man Chiu, Lawrence (chairman of the Audit Committee), Mr. Fan Yan Hok, Philip and Mr. Yung Kwok Kee, Billy, with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the Group’s financial information for the nine months ended 30 September 2017 and this report.

By order of the Board
PFC DEVICE INC.
CHOW Kai Chiu, David
Executive Director

Hong Kong, 9 November 2017

As at the date of this report, the Board comprises two executive directors, namely, Mr. HONG James Man-fai and Mr. CHOW Kai Chiu, David; two non-executive directors, namely, Mr. YUNG Kwok Kee, Billy and Mr. TANG Che Yin; and three independent non-executive directors, namely, Mr. LAM, Peter, Mr. LEUNG Man Chiu, Lawrence and Mr. FAN Yan Hok, Philip.

審核委員會

本公司審核委員會（「審核委員會」）由本公司兩名獨立非執行董事及一名非執行董事組成，包括梁文釗先生（審核委員會主席）、范仁鶴先生及翁國基先生，該審核委員會的成文職責範圍乃遵照創業板上市規則訂定。審核委員會已審閱本集團截至二零一七年九月三十日止九個月的財務資料及本報告。

承董事會命
節能元件有限公司
執行董事
周啟超

香港，二零一七年十一月九日

於本報告日期，董事會包括兩名執行董事，即洪文輝先生及周啟超先生；兩名非執行董事，即翁國基先生及鄧自然先生；和三名獨立非執行董事，即林晉光先生、梁文釗先生及范仁鶴先生。