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COMBEST HOLDINGS LIMITED

康佰控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8190)

DELAY IN PUBLICATION OF THE THIRD QUARTERLY RESULTS ANNOUNCEMENT AND DESPATCH OF THIRD QUARTERLY REPORT FOR THE NINE MONTHS ENDED 31 MARCH 2020

AND

PUBLICATION OF UNAUDITED MANAGEMENT ACCOUNTS FOR THE NINE MONTHS ENDED 31 MARCH 2020

CHARACTERISTICS OF 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the “Directors”) of Combest Holdings Limited (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 of Hong Kong Limited (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 announcement 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 document misleading.

* For identification purposes only

This announcement is made by the Company pursuant to Rules 17.10 and 17.26A of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 28 August 2019 in respect of quarterly update on recent development of suspension of trading; (ii) the announcement of the Company dated 30 September 2019 in respect of delay in publication of annual results and despatch of annual report for the year ended 30 June 2019 and postponement of board meeting and continued suspension of trading; (iii) the announcement of the Company dated 15 November 2019 in respect of resumption guidance and delay in publication of the first quarterly results announcement for the three months ended 30 September 2019 and delay in despatch of the first quarterly report; (iv) the announcement of the Company dated 15 November 2019 in respect of publication of unaudited management accounts for the year ended 30 June 2019 and continued suspension of trading respectively, (v) the announcement of the Company dated 28 November 2019 in respect of quarterly update on recent development of suspension of trading and publication of unaudited management accounts for the three months ended 30 September 2019 and (vi) the announcement of the Company dated 14 February 2020 in respect of quarterly update on recent development of suspension of trading and delay in publication of the interim results announcement and despatch of the interim report for the six months ended 31 December 2019 and publication of unaudited management accounts for the six months ended 31 December 2019 (collectively, the “Announcements”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements.

DELAY IN PUBLICATION OF THE THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 MARCH 2020 AND DELAY IN DESPATCH OF THE THIRD QUARTERLY REPORT

Pursuant to Rules 18.66 and 18.79 of the GEM Listing Rules, the Company must publish the third quarterly results announcement (the “Third Quarterly Results Announcement”) and the third quarterly report (the “Third Quarterly Report”) in respect of the first nine months ended 31 March 2020 by not later than 45 days after the end of the first nine months of each financial year. As the publication of the 2019 Annual Results is still pending, the Company is unable to make the Third Quarterly Results Announcement and despatch its Third Quarterly Report to the Shareholders within the prescribed time in accordance with the GEM Listing Rules. The unaudited financial information of the third quarter of the Group is set out under the heading “unaudited management accounts for the nine months ended 31 March 2020” of this announcement. Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders in relation to the release and publication of the 2019 Annual Results and Annual Report and the First Quarterly Results Announcement and the First Quarterly Report and the Interim Results Announcement and the Interim Report and the Third Quarterly Results Announcement and the Third Quarterly Report.

UNAUDITED MANAGEMENT ACCOUNTS FOR THE NINE MONTHS ENDED 31 MARCH 2020

In this announcement, the valuation for financial assets at fair value through profit or loss, intangible assets, recoverable amounts of the cash-generating unit of advisory services business and fund management business and expected credit losses for financial assets of the Group together with the profit and cash flow forecast of the Group for assessing going-concern of the Group have not been completed.

In order to keep the Shareholders and the public informed of the Group’s business operation and financial position, the Board would like to provide the Shareholders and the public with the preliminary unaudited financial information of the Group for the period ended 31 March 2020 together with the unaudited comparative figures for the three months and nine months ended 31 March 2019.

RESULTS

The board of Directors (the “Board”) wishes to announce the unaudited results of the Group for the period ended 31 March 2020 (the “Period”), together with the unaudited comparative figures for the three months and nine months ended 31 March 2019 (“corresponding periods in 2019”) as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | <i>Notes</i> | Unaudited | | | |
|--|--------------|----------------------|---------------------|----------------------|---------------------|
| | | Three months ended | | Nine months ended | |
| | | 31 March | | 31 March | |
| | | 2020 | 2019 | 2020 | 2019 |
| | | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> |
| Revenue | 4 | <u>40,226</u> | <u>10,075</u> | <u>59,377</u> | <u>29,556</u> |
| Other income | | 460 | – | 460 | – |
| Fair value gain on financial asset at fair value through profit or loss | | (3,987) | 3,974 | 550 | 12,166 |
| Staff costs | | (531) | (577) | (1,685) | (1,803) |
| Other operating expenses | | (1,700) | (1,384) | (4,394) | (6,019) |
| Finance costs | | <u>(2,979)</u> | <u>(7,336)</u> | <u>(14,845)</u> | <u>(22,685)</u> |
| Profit before income tax | | 31,489 | 4,752 | 39,463 | 11,215 |
| Income tax expense | 6 | <u>(4,704)</u> | <u>(857)</u> | <u>(6,617)</u> | <u>(2,576)</u> |
| Profit for the period | | <u><u>26,785</u></u> | <u><u>3,895</u></u> | <u><u>32,846</u></u> | <u><u>8,639</u></u> |
| Other comprehensive income for the period: | | | | | |
| Item that may be reclassified subsequently to profit or loss: | | | | | |
| Exchange gain on translation of financial statements of foreign operations | | <u>(62)</u> | <u>58</u> | <u>(165)</u> | <u>94</u> |
| Total comprehensive income for the period | | <u><u>26,723</u></u> | <u><u>3,953</u></u> | <u><u>32,681</u></u> | <u><u>8,733</u></u> |

| | | Unaudited | | | |
|---|---|--------------------|-----------------|-------------------|-----------------|
| | | Three months ended | | Nine months ended | |
| | | 31 March | | 31 March | |
| | | 2020 | 2019 | 2020 | 2019 |
| <i>Notes</i> | | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> |
| Profit/(Loss) for the period | | | | | |
| attributable to: | | | | | |
| Owners of the Company | | 8,857 | (54) | 7,573 | (3,261) |
| Non-controlling interests | | 17,928 | 3,949 | 25,273 | 11,900 |
| | | <u>26,785</u> | <u>3,895</u> | <u>32,846</u> | <u>8,639</u> |
| Total comprehensive income | | | | | |
| attributable to: | | | | | |
| Owners of the Company | | 8,823 | (25) | 7,508 | (3,212) |
| Non-controlling interests | | 17,900 | 3,978 | 25,173 | 11,945 |
| | | <u>26,723</u> | <u>3,953</u> | <u>32,681</u> | <u>8,733</u> |
| Earnings/(Loss) per share for loss attributable to | | | | | |
| owners of the Company during the period | | | | | |
| | 9 | | | | |
| – Basic (<i>HK</i>) cents | | 0.02 | (0.001) | 0.02 | (0.08) |
| – Diluted (<i>HK</i>) cents | | 0.02 | (0.001) | 0.02 | (0.08) |

1. General information

Combest Holdings Limited (the “Company”) is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 28 August 2001 and its shares are listed on the GEM of the Stock Exchange. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Office 01, 10/F, Qualipak Tower, No 122 Connaught Road West, Hong Kong.

2. Basis of presentation

The unaudited condensed consolidated results incorporate those of the Company and its subsidiaries for the nine months ended 31 March 2020.

The unaudited condensed consolidated results of the Group have been prepared in accordance with Hong Kong Financial Reporting Standard (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

The unaudited condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the audited financial statements for the year ended 30 June 2018 as set out in the annual report of the Company dated 18 September 2018, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 July 2018.

This announcement contains unaudited condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the audited financial statements for the year ended 30 June 2018. The unaudited condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the 2018 consolidated financial statements.

All significant inter-company transactions and balances within the Group are eliminated in the preparation of the unaudited condensed consolidated financial statements.

The functional currency and the presentation currency of the Company is HK\$, the currency of the primary economic environment in which the principal subsidiaries of the Company operates.

3. Revenue

Revenue from continuing operations represents (i) the loan interest income from money lending business; (ii) advisory services income earned from the provision of consultancy services; and (iii) management fee income from fund management business.

An analysis of the Group's revenue for the nine months ended 31 March 2020 and 2019 is as follows:

| | Unaudited | |
|--------------------------|----------------------------------|-----------------|
| | For the nine months ended | |
| | 31 March | |
| | 2020 | 2019 |
| | HK\$'000 | HK\$'000 |
| Revenue | | |
| Loan interest income | 677 | 676 |
| Advisory services income | 1,080 | 1,920 |
| Management fee income | 57,620 | 26,960 |
| Total | 59,377 | 29,556 |

4. Segment information

The executive Directors have identified the Group's three business lines as reportable segments:

- (a) Money lending represents provision of credit;
- (b) Advisory service includes provision of consultancy services; and
- (c) Fund management business represents the investment management service to investment funds and managed accounts.

There were no inter-segment sales and transfers during the Period (31 March 2019: Nil).

4. Segment information (Continued)

An analysis of the Group's revenue and results by principal activities, in respect of the Group's operations for the nine months ended 31 March 2020 is as follows:

| | Unaudited | | | | | | | |
|--|------------------|------------------|-------------------|------------------|------------------|------------------|------------------|------------------|
| | Money lending | | Advisory services | | Fund management | | Total | |
| | 2020 HK\$'000 | 2019 HK\$'000 | 2020 HK\$'000 | 2019 HK\$'000 | 2020 HK\$'000 | 2019 HK\$'000 | 2020 HK\$'000 | 2019 HK\$'000 |
| Revenue | | | | | | | | |
| – From external customers | | | | | | | | |
| Reportable segment revenue | <u>677</u> | <u>676</u> | <u>1,080</u> | <u>1,920</u> | <u>57,620</u> | <u>26,960</u> | <u>59,377</u> | <u>29,556</u> |
| Reportable segment profit before tax | <u>528</u> | <u>647</u> | <u>358</u> | <u>469</u> | <u>56,034</u> | <u>25,173</u> | <u>56,920</u> | <u>26,289</u> |
| Interest expenses on interest-bearing borrowings | <u>–</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>927</u> | <u>3,739</u> | <u>927</u> | <u>3,739</u> |

The total represented for the Group's operation segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

| | Unaudited | |
|--------------------------------------|----------------------------|------------------|
| | Nine months ended 31 March | |
| | 2020 HK\$'000 | 2019 HK\$'000 |
| Reportable segment revenue | <u>59,377</u> | <u>29,556</u> |
| Reportable segment profit | <u>56,920</u> | <u>26,289</u> |
| Unallocated expenses (<i>note</i>) | <u>(17,457)</u> | <u>(15,074)</u> |
| Profit before income tax | <u>39,463</u> | <u>11,215</u> |

Note: Unallocated expenses mainly include unallocated interest expenses and fair value gain on financial asset at fair value through profits or loss after the adoption of HKFRS 9.

5. Income tax expense

Taxes on assessable profits have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

An analysis of the Group's income tax expense for the nine months ended 31 March 2020 and 2019 is as follows:

| | Unaudited | |
|--------------------------|--------------------------|-----------------|
| | Nine months ended | |
| | 31 March | |
| | 2020 | 2019 |
| | HK\$'000 | HK\$'000 |
| Hong Kong | – | – |
| Macau | 6,617 | 2,576 |
| Total income tax expense | 6,617 | 2,576 |

6. Earnings/(Loss) per share

Basic

The calculation of basic earnings/(loss) per share attributable to owners of the Company is based on the profit for the three months and nine months ended 31 March 2020 of approximately HK\$8,857,000 and HK\$7,573,000, respectively (three months and nine months ended 31 March 2019: loss of HK\$54,000 and HK\$3,261,000, respectively) and the weighted average of the 3,841,500,000 ordinary shares and 3,841,500,000 ordinary shares in issue during the three months and nine months ended 31 March 2020 (three months and nine months ended 31 March 2019: the weighted average of the 3,841,500,000 ordinary shares and 3,841,500,000 ordinary shares respectively).

Diluted

The diluted earnings/(loss) per share are presented for the three and nine months ended 31 March 2020 and 2019 were the same as the basic earnings/(loss) per share as there are no dilutive ordinary share during the period.

7. Share capital and reserves

For the nine months ended 31 March 2020

| | Unaudited | | | | | | |
|---|--|----------------------------------|-------------------------------------|---|------------------------------|--|---------------------------------|
| | Equity attributable to owners of the Company | | | | | | |
| | Share capital <i>HK\$'000</i> | Share premium <i>HK\$'000</i> | Exchange reserve <i>HK\$'000</i> | Retained earnings/ (Accumulated losses) <i>HK\$'000</i> | Sub-total <i>HK\$'000</i> | Non-controlling interests <i>HK\$'000</i> | Total equity <i>HK\$'000</i> |
| Balance at 1 July 2019 (Unaudited) | 38,415 | – | 92 | 101,790 | 140,297 | 40,144 | 180,441 |
| Profit for the period | – | – | – | 7,573 | 7,573 | 25,273 | 32,846 |
| Other comprehensive income | | | | | | | |
| Item that may be reclassified subsequently to profit and loss: | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | – | – | (65) | – | (65) | (100) | (165) |
| Total comprehensive income for the period | – | – | (65) | 7,573 | 7,508 | 25,173 | 32,681 |
| Balance at 31 March 2020 (Unaudited) | 38,415 | – | 27 | 109,363 | 147,805 | 65,317 | 213,122 |
| Balance at 1 July 2018 (Audited) | 38,415 | – | 119 | 96,402 | 134,936 | 22,912 | 157,848 |
| Reclassification of financial assets at fair value through Profit or loss under HKFRS 9 | – | – | – | 11,282 | 11,282 | 2,584 | 13,866 |
| At 1 July 2018 (Restated) | 38,415 | – | 119 | 107,684 | 146,218 | 25,496 | 171,714 |
| (Loss)/profit for the period | – | – | – | (3,261) | (3,261) | 11,900 | 8,639 |
| Other comprehensive income | | | | | | | |
| Item that may be reclassified subsequently to profit and loss: | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | – | – | 49 | – | 49 | 45 | 94 |
| Total comprehensive income for the period | – | – | 49 | (3,261) | (3,212) | 11,945 | 8,733 |
| Balance at 31 March 2019 (Unaudited) | 38,415 | – | 168 | 104,423 | 143,006 | 37,441 | 180,447 |

MANAGEMENT DISCUSSION AND ANALYSIS

The following sections provide a detailed review and analysis of the results and segmental performance of the Group for the period ended 31 March 2020.

BUSINESS AND FINANCIAL REVIEW AND OUTLOOK

We are principally engaged in three business segments, namely (i) money lending represent provision of credits (the “Money Lending Segment”) (ii) advisory services include provision of consultancy services (the “Advisory Services Segment”) and (iii) investment management services to investment funds and managed accounts (the “Fund Management Services Segment”). The current status of our business segments is shown as follows:

During the Period, the Group recorded a revenue of approximately HK\$59,377,000 (2019: HK\$29,556,000) representing an increase of 100.2% as compared to that in previous corresponding period. The Fund Management Service Segment contributed approximately HK\$57,620,000 (2019: HK\$26,960,000) and the Money Lending Segment and the Advisory Services Segment contributed approximately HK\$677,000 and HK\$1,080,000 respectively (2019: HK\$676,000 and HK\$1,920,000 respectively). The turnover of the Fund Management Service Segment is increased because of the performance bonus earned from the partial redemption of TAR High Value Fund SP II and TAR High Value Fund SP III. The turnover of the Advisory Services Segment is decreased because of the decreased consultancy fees income.

Money Lending Segment

The Money Lending Segment is operated under Gold Smart Finance Limited (the “Gold Smart”) and it holds a Money Lenders License under the Money Lenders Ordinance. It is principally engaged in provision of credit in Hong Kong. With 3 experienced staff and management serving this industry for not less than 6 years, this segment has been serving loan customers who are either corporate or individual with interest rate of 18% per annum on average and term of loans ranged from 2 months to 16 months in general. During the Period, through the business network of the staff and management, Gold Smart identified 1 borrower with the total loan portfolio of approximately HK\$5,000,000, which is loan to individual customer. For the corresponding period, there was 1 borrower and the total loan portfolio amounted to approximately HK\$5,000,000, which is loan to individual customer.

The interest income is approximately HK\$677,000 (2019: HK\$676,000) for the Period. As at 31 March 2020, the outstanding loan receivable balance amounted to approximately HK\$5,000,000 due from an individual customer.

To strictly control the potential credit and default risks in our loans and interest receivables, the segment continued to apply a tight credit policy when granting loans to our customers and to rebalance and adjust our loan portfolio by providing more loan products to our high net worth customers with sound quality and credit history. As a result, the segment has so far not recorded any impairment on its loans and interest receivables.

The money lending market in Hong Kong remains highly competitive, as evidenced by the continuous increase in the number of money lenders licensees with over 2,000 licensees in Hong Kong as at 31 March 2019 (according to the list of existing money lenders license). Further, after the imposition of additional licensing conditions in late 2016, those small to medium-sized finance companies which previously and significantly relied on financial intermediaries for business referral, have turned to offering much lower interest rates and to adopting aggressive marketing strategies to attract customers, affecting the overall yields of the money lending industry. We believe the above would continue and we shall continue to face more competition in capturing new business opportunity to expand our loan portfolio.

Compliance with Money Lenders Ordinance

Our Group is required to and has, at all time, strictly complied with all relevant laws and regulations. In the opinion of our Directors, in addition to the Listing Rules, Money Lending Ordinance (“MLO”) constituted a significant influence on our Group’s money lending business during the year.

The MLO is the principal statute which governs the money lending business in Hong Kong. Our money lending business has been conducted through the subsidiaries of our Company, Gold Smart. Since the first granting of money lenders licence to Gold Smart, we have never received any objection from and have never been investigated by the Registrar of Money Lenders nor the Commissioner of Police regarding the renewal of the money lenders licence.

To the best of our knowledge, our Group has complied with the MLO in all material aspects, and that our Directors did not aware of any matter that might come to their attention that our money lenders licence would be suspended, terminated or would not be renewed in foreseeable future.

Since 1 December 2016, to combat the problem of illegal and unreasonable fees charged to borrowers by fraudsters who claim themselves as financial intermediaries for money lending, the Hong Kong Government has imposed additional licensing conditions on money lenders to (i) facilitate effective enforcement of the statutory ban on separate fee charging by money lenders and their connected parties; (ii) ensure better protection of privacy of the intending borrowers; (iii) enhance transparency and disclosure; and (iv) promote the importance of prudent borrowing.

Unlike other market players in money lending industry, we do not place substantial reliance on financial intermediaries to refer loan business to our Group. Further, to the best of our knowledge, our Group has complied with these additional licensing conditions in all material aspects, and that our Directors were not aware of any matter that might come to their attention that our money lenders licence would be suspended, terminated or would not be renewed in the foreseeable future because of these additional licensing conditions.

We have also assessed and are of the view that these new additional licensing conditions in connection with financial intermediaries have created minimal impact on our money lending business. Even when financial intermediaries were to be appointed, we would carefully and cautiously select these financial intermediaries and we would strictly follow those requirements under the new additional licensing conditions so that we could provide reliable and legal loan products to our customers. Our Group will continue to co-operate with the government and other authorities in order to fight against such illegal financial intermediaries and to uphold the reputation of financial institutions and money lenders.

Last but not least, to finance our money lending business, we shall continue to source different financial resources to maintain our cost of funding and net interest margin at a justifiable level.

Advisory Services Segment

The Advisory Services Segment was operated under Jianghe Capital Limited (the “Jianghe”), which has a group of corporate clients and has been delivering on-going advisory services includes provision of consultancy services with 3 experienced staff and management serving the industry for more than 10 years and their well-established business networks and reputation. With the mission to be one of the prestigious consultancy firms in the industry, this segment strives to help its clients to achieve strategic goals and enhance corporate efficiency, performance and value and to improve its prevailing performance and position. Jianghe mainly provides management and strategic consultancy advisory services, agency services for business transactions and accounting and taxation advisory services.

During the Period, through the business network of the staff and management, Jianghe identified 1 client, while for the period ended 31 March 2019, there were 3 clients, which included individual, both private and public companies with industries covering manufacturing, money lending, property project development and hotel entertainment management. The management of Jianghe has business relationship history with its existing clients ranged from 1 to 4 years. The fees income from provision of advisory services was approximately HK\$1,080,000 for the Period and approximately HK\$1,920,000 for the period ended 31 March 2019. The decrease in revenue was due to decrease in large scale projects identified by the Group, therefore the consultancy fees income has decreased accordingly.

During the Period, the world economy continued its growth momentum, with that of the major developed economies relatively strong. Among them, the economic growth of the United States (“US”) was the strongest. However, the performance of the provision of consultancy and business valuation services segment clearly did not benefit from the overall global economic growth. The risks associated with the emerging markets’ currency crises, the rising protectionism and trade tension between China and US and the current coronavirus pandemic may add potential uncertainties to the performance of the Advisory Services segment and the disappointing performance for the period ended 31 March 2020 may carry over to the foreseeable future.

Fund Management Services Segment

The Fund Management Service Segment is conducted by TAR Fund Management (Cayman) Limited (the “Investment Manager”). The Investment Manager and its 3 staff and management has extensive experiences on fund operation, assets management and investment analysis.

Currently major funds managed by the Investment Manager include (i) TAR Capital Fund SPC and (ii) TAR Opportunities Fund SPC. The purpose of these funds is to carry on the business of investing, holding, monitoring and realizing investments made with the principal objective of achieving a high rate of return through capital appreciation through investments identified by their directors that operate in or derive significant business opportunities from the financial services, natural resources and/or property investments sectors. The investment can be in form of equity investments and/or debt instruments including but not limited to convertible or exchangeable bonds, notes and debentures.

Further information on each of the funds managed by the Investment Manager has been set out in the announcement of the Company dated 1 April 2017.

(i) *TAR Capital Fund SPC*

TAR Capital Fund SPC is an exempted company with limited liability and registered as a segregated portfolio company in the Cayman Islands. TAR Capital Fund SPC currently establishes a segregated portfolio called TAR Growth Fund SP.

The purpose of TAR Growth Fund SP is to achieve capital appreciation over time, primarily through long and short investments in stocks, futures and options contracts on global equity and derivatives markets. TAR Growth Fund SP relies on a structured investment process that utilises proprietary stock screening tools, a specialised knowledge database, rigorous company analysis through customised financial models and strict risk management guidelines.

(ii) *TAR Opportunities Fund SPC*

TAR Opportunities Fund SPC is an exempted company incorporated with limited liability and registered as a segregated portfolio company in the Cayman Islands. TAR Opportunities Fund SPC currently establishes four segregated portfolios called TAR High Value Fund SP, TAR High Value Fund SP II, TAR High Value Fund SP III and TAR High Value Fund SP IV.

The purpose of TAR High Value Fund SP is to carry on the business of investing, holding, monitoring and realizing investments made with the principal objective of achieving a high rate of return through capital appreciation through investments identified by its directors that operate in or derive significant business opportunities from the financial services, natural resources and/or property investments sectors. The investment can be in form of equity investments and/or debt instruments including but not limited to convertible or exchangeable bonds, notes and debentures.

The purpose of TAR High Value Fund SP II, TAR High Value Fund SP III and TAR High Value Fund SP IV is to carry on the business of investing, holding, monitoring and realizing private debt investments made to entities identified by their directors, which are engaged in financial services, natural resources and/or property investment and development, with the objective of seeking fixed income returns with a reasonable degree of security. The investments may be secured or unsecured and may be in the form of loans originated by the portfolio, existing loans or interests therein purchased by the portfolio, or may also be in form of debt instruments including but not limited to bonds (including convertible or exchangeable bonds), notes and debentures.

For the period ended 31 March 2020 and the corresponding period in 2019, these funds mainly invested in debt instruments. The Investment Manager derives income from fund management fees, consultancy fee, administration fee and/or performance fee. For the Period, the fees income from this segment recorded approximately HK\$57,620,000. For the period ended 31 March 2019, this segment recorded fees income of approximately HK\$26,960,000. As at the period ended 31 March 2020, the total asset under management (the “AUM”) was approximately HK\$929,000,000 (2019: HK\$1,840,000,000). The decrease in AUM during the Period was due to the partial redemption of TAR High Value Fund SP II and TAR High Value Fund SP III on their respective maturity date in which the Group received performance bonus.

The Group record a fair value gain on financial asset at fair value through profit or loss amounting to approximately HK\$505,000 (2018: HK\$12,166,000). During the Period, the Group has fully redeemed its unlisted fund investments.

The staff costs for the Period were approximately HK\$1,685,000 (2019: HK\$1,803,000), representing an decrease of approximately 6.5%.

The other operating expenses for the Period are approximately HK\$4,394,000 (2019: HK\$6,019,000), representing a decrease of approximately 27.0%.

The Group recorded approximately HK\$14,845,000 non-capitalized finance costs for the Period (2019: HK\$22,685,000). The decrease in finance costs was mainly due to the repayment the loan during the Period.

Profit for the Period

As a cumulative effect of the foregoing factors, the Group recorded a profit before income tax of approximately HK\$39,463,000 (2019: HK\$11,215,000) for the nine months ended 31 March 2020.

Income tax expenses increased to approximately HK\$6,617,000 (2019: HK\$2,576,000) for the nine months ended 31 March 2020.

As a result, the Group had recorded a profit after tax of approximately HK\$32,846,000 (2019: HK\$8,639,000) for the nine months ended 31 March 2020.

Conclusion

As a result of the non-performance of Money Lending Segment and Advisory Services Segment, as well as the expected decrease in its respective revenue growth, the Directors expect that the unfavorable market trend will continue. So the Group will closely monitor the development of market liquidity situation.

For the Fund Management Services Segment, Hong Kong is a major regional fund management centre with a large concentration of international fund managers in Asia. Hong Kong's fund management industry has developed a strong expertise of investing in Asia, in particular the Chinese Mainland. The Board believes that the market of fund management is very large. Many investors shop around different multi-asset solutions to meet their needs. The Company is planning to offer more diversified investments products in the future and give more product varieties to the market in order to attract more potential investors. Moreover, based on the track records and extensive experience of the Investment Manager mentioned above, the Board believes that the segment will be able to capture investment opportunities and potential investment returns and broaden the Group's income base.

Besides, the Group will continue to expand its business varieties to broaden our income sources and to seek potential investment opportunities which could enhance its value to the shareholders.

Exposure to exchange rate risks

For the period ended 31 March 2020, the Group's principal business was transacted in HK\$, no exposure to exchange rate risk.

Employee information

For the period ended 31 March 2020, there are around 9 staff and the staff cost, excluding directors' remuneration, amounted to HK\$469,000 (2019: HK\$694,000). The Group determines its employee salaries with reference to the prevailing market salary rate of respective locations, experience as well as performance of such employees. In order to motivate the Group's employees and retain talent, the Group has adopted the employee incentives, which include the discretionary bonus. The employee incentives are available to the Group's employees who are considered qualified for such incentives by the management members of the Group based on their performances in the year under review.

The Directors and senior management of the Company receive compensation in the form of fees, salaries, allowances, benefits in kind or discretionary bonuses relating to the performance of the Group. The Group also reimburse the Directors and senior management of the Company for expenses which are necessarily and reasonably incurred for providing services to the Group or discharging their duties in relation to the operations of the Group. When reviewing and determining the specific remuneration packages for the executive Directors and senior management, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment elsewhere in the Group and desirability of performance-based remuneration.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

It is the Group's corporate mission to continue to explore ways to improve its financial performance, to diversify its operations into new and more profitable businesses and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or changing to other profitable business as long as it is in the interest of the Company and the Shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluating the investment potentials of other investment opportunities available to the Company from time to time. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the disposal of the whole or part of its existing investment portfolio and/or change of the asset allocation of its investment portfolio and/or expanding its investment portfolio with a view of realising and/or optimizing the expected return and minimising the risks. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise, as the Company has from time to time been approached by investors for potential investment projects.

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

As at 31 March 2020, none of the Directors or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which would have required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by Directors of the Company.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

A. Substantial shareholders

So far as is known to the Directors, as at 31 March 2020, the persons, other than a director or chief executive of the Company, who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO and who were, directly or indirectly, interested in 10% or more of the shares were as follows:

| Name | Number and class of securities | Capacity | Approximate percentage to the issued share capital of the Company |
|--|---------------------------------------|------------------------------------|--|
| Dream Star International Limited ("Dream Star") <i>(Note 1)</i> | 877,685,714 ordinary shares | Beneficial owner | 22.85% |
| Kiyuhon Limited ("Kiyuhon") <i>(Note 1)</i> | 877,685,714 | Interest of controlled corporation | 22.85% |
| Mr. Wang Linjia ("Mr. Wang") <i>(Note 1)</i> | 877,685,714 ordinary shares | Interest of controlled corporation | 22.85% |

Notes:

1. The 877,685,714 shares are registered in the name of Dream Star, which are wholly owned by Mr. Wang. Accordingly, Mr. Wang is deemed to be interested in all the shares in which Dream Star, and Kiyuhon are interested pursuant to the SFO.

B. Other persons whose interests are recorded in the register required to be kept under Section 336 of the SFO

As at 31 March 2020, the Company has not been notified of any other person (other than a director or the chief executive of the Company) having an interest or short position in the shares or the underlying shares of Company representing 5% or more of the issued share capital of the Company.

BOARD PRACTICES AND PROCEDURES

The Company has complied with Board Practices and Procedures as set out in Rule 5.01 of the GEM Listing Rules for the nine months ended 31 March 2020.

CORPORATE GOVERNANCE

For the nine months ended 31 March 2020, the Company complied with the provisions set out in Appendix 15 of the Code on Corporate Governance Practice of the Rules Governing the Listing of Securities on the GEM (“GEM Listing Rules”) of the Stock Exchange, save as the following deviation.

Chairman and Chief Executive Officer

The Company has not yet adopted A.2.1. Under the code provision A.2.1 of the CG Code, the roles of Chairman and CEO should be separated and would not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

The Company does not presently have any officer with the title CEO. At present, Mr. Liu Tin Lap, being the Chairman and Executive Director of the Company, is responsible for the strategic planning, formulation of overall corporate development policy and running the business of the Group as well as the duties of Chairman. The Board considers that, due to the nature and extent of the Group’s operations, Mr. Liu is the most appropriate chief executive because he is experienced in management as well as mergers and acquisitions and other key corporate matters and will be able to help the sustainable development of the Group. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make the necessary amendments.

Absence of Auditor

As announced in the Company’s announcement dated 6 August 2019, BDO Limited has resigned as the auditor of the Company and its subsidiaries with effect from 6 August 2019.

The Company is currently looking for a new audit firm to act as the new auditor of the Company to fill in the vacancy caused by the resignation of BDO Limited and will make further announcement(s) pursuant to the GEM Listing Rules once the appointment is made.

Delay in despatch of Annual Report and First Quarterly Report and Interim Report and Third Quarterly Report

As announced in the Company's announcement dated 30 September 2019 and 15 November 2019 and 14 February 2020 and under the heading "delay in publication of the third quarterly results announcement for the nine months ended 31 March 2020 and delay in despatch of the third quarterly report" of this announcement, the Board meeting to approve the publication of the Results Announcements will be postponed to a date to be fixed by the Board and there will be a delay in the publication of the 2019 Annual Results and Annual Report, the first quarterly results for the three months ended 30 September 2019 and its report, the interim results for the six months ended 31 December 2019 and its report and the third quarterly results for the nine months ended 31 March 2020 and its report. The Company will publish further announcement(s) in due course to inform the shareholders of the Company on the date of the release of the Results Announcements and the Board meeting.

The Board acknowledges that the delay in publication of the Results Announcements and the annual report within three months after the end of the financial year ended 30 June 2019, the first Quarterly Results Announcement and the First Quarterly Report within 45 days after the three months ended 30 September 2019, the interim results within 45 days after the six months ended 31 December 2019 and its report and the Third Quarterly Report within 45 days after the nine months ended 31 March 2020 and its report as required under Rules 18.03, 18.48A, 18.49, 18.53, 18.66, 18.78 and 18.79 of the GEM Listing Rules will constitute a non-compliance of the GEM Listing Rules.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a Code of Conduct for Securities Transactions by directors of the Company ("Code of Conduct") on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all the Directors have confirmed that they have complied with such Code of Conduct regarding securities transaction by the Directors throughout the nine months ended 31 March 2020.

Specific employees who are likely to be possession of unpublished price-sensitive information of the Group are also subject to compliance with the same Code of Conduct. No incident of non-compliance was noted by the Company for the nine months ended 31 March 2020.

COMPETING BUSINESS

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) has an interest in a business which competes or may compete with the business of the Group.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 March 2020.

AUDIT COMMITTEE

The Audit Committee has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules, The Audit Committee which comprises three independent non-executive Directors, Mr. So Pak Kei, Mr. Tsui Kin Fung and Dr. Cheng Chak Ho. Mr. So Pak Kei was appointed as the Chairman of the audit committee. The Audit Committee meets with the Group's senior management and external auditors to review the effectiveness of the internal control systems.

UPDATE ON BUSINESS OPERATIONS

As at the date of this announcement, the business of the Company and its subsidiaries has been operating as usual. The Company is of the view that the operations of the Company and its subsidiaries have not been adversely affected by the suspension of trading in the Shares.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares on the GEM has been suspended since 9:00 a.m. on 29 May 2019 and will continue to be suspended until further notice. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
Combest Holdings Limited
Liu Tin Lap
Chairman

Hong Kong, 13 May 2020

As at the date of this announcement, the Board is composed of Mr. Liu Tin Lap and Mr. Lee Man To as executive Directors, Mr. So Pak Kei, Mr. Tsui Kin Fung and Dr. Cheng Chak Ho as independent non-executive Directors.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

In this announcement, save as otherwise stated, figures in US\$ are translated to HK\$ at the exchange rate of US\$1.00 = HK\$7.8 for illustration purpose only. No representation is made that any amount in US\$ or HK\$ would have been or can be converted at the above rate.

This announcement will remain on the “Latest Company Announcement” page of the GEM website at www.hkgem.com for at least seven days from the day of its posting and the website of the Company at <http://www.irasia.com/listco/hk/combestholdings/index.htm>.