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ELEGANCE COMMERCIAL AND FINANCIAL PRINTING GROUP LIMITED
精雅商業財經印刷集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8391)

FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 30 JUNE 2019

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This announcement, for which the directors (the “Directors”, each a “Director”) of Elegance Commercial and Financial Printing Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 announcement misleading.

The board (the “**Board**”) of directors (the “**Directors**”) of Elegance Commercial and Financial Printing Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the unaudited first quarterly results of the Group for the three months ended 30 June 2019, together with the relevant comparative figures for the previous corresponding period as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2019

		Three months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
	Note	(Unaudited)	(Unaudited)
Revenue	3	20,434	21,863
Cost of services		<u>(15,350)</u>	<u>(14,256)</u>
Gross profit		5,084	7,607
Other income	4	319	350
Selling expenses		(890)	(497)
Administrative and other operating expenses		(5,300)	(5,106)
Finance costs	5	(121)	(56)
Listing expenses		<u>—</u>	<u>(6,257)</u>
Loss before taxation		(908)	(3,959)
Income tax expenses	6	<u>(35)</u>	<u>(474)</u>
Loss and total comprehensive loss for the period		<u>(943)</u>	<u>(4,433)</u>
Loss and total comprehensive loss for the period attributable to:			
Owners of the Company		(951)	(4,525)
Non-controlling interests		<u>8</u>	<u>92</u>
		<u>(943)</u>	<u>(4,433)</u>
		<i>HK cents</i>	<i>HK cents</i>
Loss per share attributable to owners of the Company:			
Basic and diluted	7	<u>(0.22)</u>	<u>(1.16)</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2019

	Attributable to owners of the Company				Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve	Accumulated profits		
	HK\$'000	HK\$'000 (Note a)	HK\$'000 (Note b)	HK\$'000	HK\$'000	HK\$'000
Balance at 31 March 2018 and 1 April 2018 (Audited)	—	—	17,802	24,384	372	42,558
Change in equity for the three months ended 30 June 2018:						
(Loss) Profit and total comprehensive (loss) income for the period	—	—	—	(4,525)	92	(4,433)
Issue of shares by way of share offer (Note c)	1,100	64,900	—	—	—	66,000
Capitalisation issue (Note d)	3,300	(3,300)	—	—	—	—
Transaction costs attributable to issue of new shares	—	(8,779)	—	—	—	(8,779)
Balance at 30 June 2018 (Unaudited)	<u>4,400</u>	<u>52,821</u>	<u>17,802</u>	<u>19,859</u>	<u>464</u>	<u>95,346</u>
Balance at 31 March 2019 (Audited)	4,400	52,821	17,802	16,648	389	92,060
Changes in accounting policies (Note 2)	<u>—</u>	<u>—</u>	<u>—</u>	<u>(178)</u>	<u>—</u>	<u>(178)</u>
At 1 April 2019	4,400	52,821	17,802	16,470	389	91,882
Change in equity for the three months ended 30 June 2019:						
(Loss) Profit and total comprehensive (loss) income for the period	—	—	—	(951)	8	(943)
Balance at 30 June 2019 (Unaudited)	<u>4,400</u>	<u>52,821</u>	<u>17,802</u>	<u>15,519</u>	<u>397</u>	<u>90,939</u>

- Note a:* Share premium represents the excess of the net proceeds from issuance of the Company's share over its par value. Under the laws of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders, provided that immediately following the date on which the dividend is proposed to be distributed, the Company remains able to pay our debts as and when they fall due in the ordinary course of business.
- Note b:* Capital reserve represents the aggregate amount of the issued share capital of the entities now comprising the Group less consideration paid to acquire the relevant interests (if any) in relation to the Reorganisation.
- Note c:* On 11 May 2018, the shares of the Company were listed on GEM of the Stock Exchange and 110,000,000 new ordinary shares of HK\$0.01 each were issued at HK\$0.6 per share by way of share offer. The gross proceeds from the share offer amounted to HK\$66,000,000.
- Note d:* Pursuant to the resolutions in writing of the Company's shareholders passed on 19 April 2018, subject to the share premium account of the Company being credited as a result of the offering of the Company's shares, the Directors were authorised to allot and issue a total of 329,999,999 shares of HK\$0.01 each to the existing shareholders, credited as fully paid at par by way of capitalisation of the sum of HK\$3,299,999.99 standing to the credit of the share premium account of the Company (the "Capitalisation Issue") and the shares to be allotted and issued pursuant to this resolution shall carry the same rights as all shares in issue (save for the right to participate in the Capitalisation Issue). The Capitalisation Issue was fully completed on 11 May 2018.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company (formerly known as Elegance Group Limited) was incorporated as an exempted company with limited liability in the Cayman Islands on 24 January 2017. The registered office of the Company is situated at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. The Company's principal place of business is situated at 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of printing, typesetting and translation services in Hong Kong.

In preparing for the initial listing (the "Listing") of the shares of the Company on GEM of the Stock Exchange ("GEM"), the Group underwent a group reorganisation (the "Reorganisation") to rationalise the group structure. As a result of the Reorganisation, the Company became the holding company of the Group on 30 April 2017. Details of the Reorganisation are more fully explained in the paragraph headed "Reorganisation" of the section headed "History, Reorganisation and Corporate Structure" in the prospectus of the Company dated 30 April 2018 (the "Prospectus").

The shares of the Company were listed on GEM by way of placing and public offer on 11 May 2018 (the "Listing Date").

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Group's unaudited condensed consolidated results for the three months ended 30 June 2019 have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The Group resulting from the Reorganisation is regarded as a continuing entity under the common control of Mr. So Wing Keung ("Mr. So", or the "Ultimate Controlling Party") prior to and after the Reorganisation, and that control is not transitory. Accordingly, the unaudited condensed consolidated financial statements have been prepared using the principles of merger accounting in accordance with Accounting Guideline 5 "Merger accounting under common control combination" issued by the HKICPA.

The unaudited condensed consolidated statement of comprehensive income and the condensed consolidated statement of changes in equity for the three months ended 30 June 2019 and 2018, respectively have been prepared on the basis as if the current group structure has been in existence throughout the relevant periods, or since the respective dates of incorporation or establishment, where there is a shorter period.

In the current period, the Group has applied all new and revised HKFRSs issued by the HKICPA that are mandatorily effective for the accounting period beginning on or after 1 January 2019.

The accounting policy adopted in preparing the unaudited condensed consolidated financial statements for the three months ended 30 June 2019 are consistent with those adopted in preparing the audited financial statements of the Group for the year ended 31 March 2019 (the “2019 Annual Report”), except for the application of HKFRS 16 “Leases” which is effective for the Group’s annual periods beginning on or after 1 January 2019. The Group transitioned to HKFRS 16 in accordance with the modified retrospective approach and comparative figures were not restated. On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as ‘operating leases’ under the principles of HKAS 17 “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The associated right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or ac-cruded lease payments relating to that lease recognised as at 31 December 2018. In addition, the Group chooses to apply the relief option, which allows it to adjust the right-of-use asset by the amount of any provision for onerous leases recognised in the consolidated statement of financial position immediately before the date of initial application. The Group also decided not to apply HKFRS 16 to leases whose term will end within twelve months of the date of initial application. In such cases, the leases are accounted for as short-term leases and the lease payments associated with the leases are recognised as an expense from short-term lease.

The preparation of the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2019 required the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2019 have not been audited by the Company’s auditors but have been reviewed by the audit committee of the Company (the “Audit Committee”).

3. REVENUE AND SEGMENT INFORMATION

Revenue

	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Commercial printing services	12,075	12,704
Financial printing services	7,755	8,986
Other services (<i>Note</i>)	604	173
	<u>20,434</u>	<u>21,863</u>

Note: Other services included ad hoc design and artworks, and/or translation services, etc.

Segment information

The Directors have determined that the Group has only one operating and reportable segment throughout the reporting periods, as the Group manages its business as a whole as the provision of integrated printing services in Hong Kong and the executive Directors, being the chief operating decision-makers of the Group, regularly review the internal financial reports on the same basis for the purposes of allocating resources and assessing performance of the Group. Segment information is not presented accordingly.

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. All of the Group's revenue from external customers during each of the reporting periods is derived from Hong Kong and all of the Group's assets and liabilities are located in Hong Kong.

4. OTHER INCOME

	Three months ended	
	30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest income	148	55
Sundry income	171	295
	319	350

5. FINANCE COSTS

	Three months ended	
	30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank borrowings	29	48
Finance charges on obligations under finance leases	92	8
	121	56

6. INCOME TAX EXPENSES

	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax — Hong Kong Profits Tax:		
Provision for the period	317	780
Deferred taxation	(282)	(306)
	<u>35</u>	<u>474</u>
Income tax expenses	<u>35</u>	<u>474</u>

The Group's entities established in the Cayman Islands and the British Virgin Islands (the "BVI") are exempted from income tax.

Hong Kong Profits Tax has been provided at the rate of 16.5% on the Group's estimated assessable profits arising from Hong Kong for the three months ended 30 June 2019 and 2018.

7. LOSS PER SHARE

The calculation of the basic loss per share is based on the following data:

	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<i>Loss:</i>		
Loss for the purpose of calculating basic loss per share	(951)	(4,525)
	<u>'000</u>	<u>'000</u>
	(Unaudited)	(Unaudited)
<i>Number of shares:</i>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	440,000	391,648
	<u>440,000</u>	<u>391,648</u>

The weighted average number of ordinary shares for the purpose of calculating basic loss per share was on the basis as if the reorganisation and capitalisation issue had been effective on 1 April 2017.

Diluted loss per share are same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during the three months ended 30 June 2019 and 2018.

8. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2019 (2018: Nil).

9. EVENT AFTER THE REPORTING PERIOD

Reference is made to the announcements dated 2 July 2019 and 2 August 2019, where Glorytwin Limited (the “Potential Vendor”) as the vendor entered into a memorandum of understanding on 28 June 2019 with Global Fortune Global Limited (the “Potential Purchaser”) as purchaser regarding the possible sale and purchase of the 330,000,000 shares of the Company held by the Potential Vendor, representing 75% of the existing issued share capital of the Company, to the Potential Purchaser. No formal sale and purchase agreement for the possible sale has been entered into at the date of this announcement.

Save as disclosed above, as from 30 June 2019 to the date of this announcement, the Board is not aware of any significant events that have occurred which require disclosure.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Elegance Commercial and Financial Printing Group Limited (the “Company”, together with its subsidiaries collectively referred to as the “Group”) is an established printing service provider principally engaged in the provision of commercial printing and financial printing services in Hong Kong. We have our own production base in Hong Kong to provide one-stop solutions to our customers from designing, typesetting, translation, printing, binding, lettershopping to direct mailing, etc..

The successful listing (the “Listing”) of the Company’s shares on GEM on 11 May 2018 was an important milestone for the Group, enhancing our capital strength and reinforcing the Group’s resources for future development.

Our printing business is supported by our in-house printing production factory located at No. 8, A Kung Ngam Village Road, Shaukeiwan, Hong Kong, with a usable area of approximately 52,860.7 square feet, as well as our in-house translation team in Hong Kong, which enables us to maintain timely and responsive printing and translation services to our commercial and financial printing customers.

Our revenue from commercial printing services decreased by approximately 4.7%, from approximately HK\$12.7 million for the three months ended 30 June 2018 to approximately HK\$12.1 million for the three months ended 30 June 2019. Our revenue from financial printing services decreased by approximately 13.3%, from approximately HK\$9.0 million for the three months ended 30 June 2018 to approximately HK\$7.8 million for the three months ended 30 June 2019.

The decrease in revenue from commercial printing services and financial printing services was mainly due to the decrease in sales orders.

FUTURE PROSPECTS

Following the Listing and looking forward, we aim to continue to expand our market share and strengthen our market position, by pursuing the following business strategies: (i) to continue organic growth by consolidating existing customer relationship and developing new relationship; (ii) to acquire a permanent office premise for our business expansion of financial printing services; (iii) to upgrade hardware and software for our financial printing services; and (iv) to continue to attract and retain a team of top talents in the industry.

FINANCIAL REVIEW

Revenue

We generate revenue from the provision of printing services in Hong Kong which are classified into (i) commercial printing services; (ii) financial printing services; and (iii) other services. Commercial printing services refer to printing services for our customers' needs of commercial paper printing products. Financial printing services range from designing the cover, layout and artwork of the document, typesetting, translation, uploading, printing, and/or distribution services for listing applicants in respect of listing on the Stock Exchange and listed companies on the Stock Exchange pursuant to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the GEM Listing Rules. Other services primarily comprise of standalone ad hoc design and/or translation work ordered by corporate customers (which is not related to listing matters) on a case-by-case basis. The following table sets forth a breakdown of our revenue by service category for the periods indicated.

	Three months ended	
	30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Commercial printing services	12,075	12,704
Financial printing services	7,755	8,986
Other services	604	173
	<u>20,434</u>	<u>21,863</u>

Our revenue decreased by approximately 6.9% from approximately HK\$21.9 million for the three months ended 30 June 2018 to approximately HK\$20.4 million for the three months ended 30 June 2019. As illustrated above, the reduction of revenue for the three months ended 30 June 2019 as compared to the corresponding period last year was mainly due to the decrease in revenue from financial printing services by approximately HK\$1.2 million, resulting from the decrease in sales orders.

Cost of services

Our cost of services mainly comprises direct labour cost, cost of raw materials, production overheads, depreciation, factory rent and electricity and water.

Our cost of services increased by approximately 7.7%, from approximately HK\$14.3 million for the three months ended 30 June 2018 to approximately HK\$15.4 million for the three months ended 30 June 2019.

Gross profit and gross profit margin

The following table sets forth a breakdown of gross profit and gross profit margin for the periods indicated:

	Three months ended	
	30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue	20,434	21,863
Cost of services	(15,350)	(14,256)
Gross profit	<u>5,084</u>	<u>7,607</u>
Gross profit margin	<u>24.9%</u>	<u>34.8%</u>

Our gross profit decreased by approximately 33.8%, from approximately HK\$7.7 million for the three months ended 30 June 2018 to approximately HK\$5.1 million for the three months ended 30 June 2019, primarily because the decrease in sales outweighed the decrease in overall cost of services. Our gross profit margin decreased from approximately 34.8% for the three months ended 30 June 2018 to approximately 24.9% for the three months ended 30 June 2019, mainly attributable to the decrease in sales and increase in the cost of services.

Other income

Our other income decreased from approximately HK\$350,000 for the three months ended 30 June 2018 to approximately HK\$319,000 for the three months ended 30 June 2019, mainly resulting from the decrease in sundry income.

Selling expenses

Our selling expenses refer to expenses incurred on a regular basis for the selling activities of our Group.

Our selling expenses increased from approximately HK\$0.5 million for the three months ended 30 June 2018 to approximately HK\$0.9 million for the three months ended 30 June 2019. It was mainly attributable to increase in sales commission.

Administrative and other operating expenses

Our administrative and operating expenses primarily comprise staff costs and benefits for our administrative staff, rental and rates for our office for financial printing services, depreciation, office expenses, directors' remuneration, repair and maintenance of our office premises, IT maintenance for our office premises and others.

Administrative expenses and other operating expenses increased slightly by approximately 3.9%, from approximately HK\$5.1 million for the three months ended 30 June 2018 to approximately HK\$5.3 million for the three months ended 30 June 2019, mainly because of the increase in administrative and other operating expenses after the Listing.

Finance costs

Our finance costs mainly represent interest on bank borrowings and finance charges on obligations under finance leases. Finance costs increased by approximately 116.1%, from approximately HK\$56,000 for the three months ended 30 June 2018 to approximately HK\$121,000 for the three months ended 30 June 2019, mainly because of the new adoption of HKFRS 16 "Leases".

Listing expenses

There was no listing expenses incurred during the three months ended 30 June 2019 (2018: approximately HK\$6.3 million).

Income tax expenses

Our Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

No provision has been made for income tax in the BVI as our Group had no income subject to tax in the BVI for the three months ended 30 June 2018 and 2019.

Hong Kong profits tax has been provided at the rate of 16.5% on our Group's estimated assessable profits arising from Hong Kong for the three months ended 30 June 2018 and 2019.

Loss and total comprehensive loss for the periods

We recorded a loss and total comprehensive loss of approximately HK\$0.9 million for the three months ended 30 June 2019 (30 June 2018: approximately HK\$4.4 million). The loss-making position for the three months ended 30 June 2019 was mainly attributable to (1) the incurrence of additional administrative and other operating expenses, including directors' emoluments and professional fees, after listing of the shares of the Company on GEM of The Stock Exchange of Hong Kong Limited on the Listing Date; (2) the reduction in the orders from customers for printing services resulting from the increasing concern on environmental protection, the popularity of digitalization of information, the rise of online marketing, social media and globalization; and (3) the decrease in revenue from existing customers, by approximately HK\$1.5 million or 6.8%, from approximately HK\$21.9 million for the three months ended 30 June 2018 to approximately HK\$20.4 million for the three months ended 30 June 2019.

If the listing expenses of approximately HK\$6.3 million incurred during the three months ended 30 June 2018 were excluded, we would have recorded profit and total comprehensive income of approximately HK\$1.9 million for the three months ended 30 June 2018.

EVENTS AFTER REPORTING PERIOD

Reference is made to the announcements dated 2 July 2019 and 2 August 2019, where Glorytwin Limited (the "Potential Vendor") as the vendor entered into a memorandum of understanding on 28 June 2019 with Global Fortune Global Limited (the "Potential Purchaser") as purchaser regarding the possible sale and purchase of the 330,000,000 shares of the Company held by the Potential Vendor, representing 75% of the existing issued share capital of the Company, to the Potential Purchaser. No formal sale and purchase agreement for the possible sale has been entered into at the date of this announcement.

Save as disclosed above, as from 30 June 2019 to the date of this announcement, the Board is not aware of any events that have occurred which require disclosure.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

During the three months ended 30 June 2019, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

Dividends

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2019.

OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICE

The corporate governance practice of the Group are based on the principles and the code provisions in the Corporate Governance Code (the “Code”) as set out in Appendix 15 to the GEM Listing Rules.

During the three months ended 30 June 2019, the Company had complied with all the applicable code provisions of the Code, except for code provision A.2.1 as set out below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The roles of chairman and chief executive officer of our Company are both performed by Mr. So Wing Keung. We consider that having Mr. So to act as both our chairman and chief executive officer will provide a strong and consistent leadership to our Group and allow for more effective strategic planning and management of our Group. Further, in view of his experience in the industry, personal profile and role in our Group and historical development of our Group, we consider that it is to the benefit of the business prospects of our Group that Mr. So acts as both our chairman and chief executive officer. We consider that the balance of power and authority of the present arrangement will not be impaired as the Board comprises four other experienced and high-calibre individuals including one other executive Director and three independent non-executive Directors who would be able to offer advice from various perspectives. In addition, for major decisions of our Group, the Company will consult appropriate Board committees and senior management. Considering the present size and the scope of business of the Group, we consider that it is not in the best interest of the Company and its shareholders as a whole to separate the roles of the chairman and the chief executive officer, because the separation would render the decision-making process of the Company less efficient than the current structure. Therefore, our Directors consider that the present arrangement is beneficial to and in the interest of our Company and its shareholders as a whole and the deviation from code provision A.2.1 of the Code is appropriate in such circumstance.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Standard of Dealings”), as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he has complied with the Standard of Dealings during the three months ended 30 June 2019.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”), the principal terms of which are summarised in the section headed “Appendix IV — Statutory and General Information — D. Share Option Scheme” in the Prospectus.

No share option has been granted or exercised under the Scheme during the three months ended 30 June 2019. No share option was outstanding as at 30 June 2019.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “Directors’ and chief executives’ interest and/or short position in shares, underlying shares and debentures of the Company or any associated corporation” below and “Share option scheme” above, at no time during the three months ended 30 June 2019 was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither of the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Listing Date to 30 June 2019.

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

As at 30 June 2019, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

(I) Long position in shares or underlying shares of the Company

Name of Director	Capacity	Number of shares or underlying shares held		Total	Percentage of issued share capital
		Ordinary shares	Share options		
Mr. So Wing Keung	Deemed interest, interest of controlled company	330,000,000	—	330,000,000	75%

Note:

The shares are registered in the name of Glorytwin Limited (“Glorytwin”), the issued share capital of which is legally and beneficially owned as to 90% by Colorful Bay Limited (“Colorful Bay”). Colorful Bay is legally and beneficially owned as to 100% by Mr. So. Therefore by virtue of the SFO, Mr. So is deemed to have the interest owned by Glorytwin.

(II) Long position in shares or underlying shares of associated corporations

Name of Director	Name of associated corporation	Capacity	Number of share(s) held	Percentage of issued share capital
Mr. So Wing Keung	Colorful Bay	Beneficial owner	1	100%
Mr. So Wing Keung	Glorytwin	Deemed interest, interest of controlled company	100	100%

Note:

Glorytwin is legally and beneficially owned as to 90% by Colorful Bay. Colorful Bay is legally and beneficially owned as to 100% by Mr. So. Therefore by virtue of the SFO, Mr. So is deemed to have the interest owned by Glorytwin.

Save as disclosed above, as at 30 June 2019, none of the Directors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which was required (a) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2019, the interests and short positions of the substantial shareholders of the Company (other than the Directors and chief executives of the Company) in the shares and underlying shares of the Company which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be entered in the register to therein, were as follows:

Name of substantial shareholder	Long short position	Capacity	Number of shares held	Percentage of issued share capital
Glorytwin	Long position	Beneficial owner	330,000,000	75%
Colorful Bay	Long position	Deemed interest, interest of controlled company	330,000,000	75%

Note:

Glorytwin is legally and beneficially owned as to 90% by Colorful Bay. Therefore by virtue of the SFO, Colorful Bay is deemed to have the interest owned by Glorytwin. Colorful Bay is legally and beneficially owned as to 100% by Mr. So. Therefore by virtue of the SFO, Mr. So is deemed to have the interest owned by Colorful Bay.

Save as disclosed above, as at 30 June 2019, the Directors were not aware of any other persons/entities (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTERESTS IN COMPETING BUSINESS

For the three months ended 30 June 2019, none of the Directors or any of their respective close associates (as defined under the GEM Listing Rules) were engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor were they aware of any other conflicts of interest which any such persons had or may have with the Group.

DEED OF NON-COMPETITION

Mr. So Wing Keung, Mr. Leung Shu Kin, Colorful Bay, Deep Champion Limited and Glorytwin (the “Covenantors”), being the controlling shareholders (as defined under the GEM Listing Rules) of the Company, have entered into a deed of non-competition in favour of the Company (the “Deed of Non-competition”). Each of the Covenantors has undertaken under the Deed of Non-competition that he or it shall not engage in competing business and shall provide to the Company all information necessary for the enforcement of the Deed of Non-competition. Details of the Deed of Non-competition have been disclosed in the section headed “Relationship with Controlling Shareholders – Deed of Non-competition” of the Prospectus.

Each of the Covenantors has confirmed his or its compliance with the terms of the Deed of Non-competition and the independent non-executive Directors were not aware of any non-compliance of the Deed of Non-competition given by the Covenantors since the Listing Date and up to 30 June 2019.

INTERESTS OF COMPLIANCE ADVISER

As confirmed by the compliance adviser of the Company, VBG Capital Limited (“VBG”), as at 30 June 2019, save for (1) VBG’s participation as the sole sponsor in relation to the Listing; (2) VBG’s participation as one of the joint bookrunners and joint lead managers in relation to the Listing; and (3) the compliance adviser agreement entered into between the Company and VBG, neither VBG nor its directors, employees or associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

The Company has changed the compliance adviser from VBG Capital Limited to Dakin Capital Limited (“Dakin Capital”) due to commercial reasons, effective on 31 July 2019. As informed by Dakin Capital, neither Dakin Capital nor any of its directors or employees or associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Dakin Capital dated 31 July 2019.

AUDIT COMMITTEE

The Company established the Audit Committee on 19 April 2018 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision C.3 of the Code. The principal duties of the Audit Committee are to review and to supervise the financial reporting process and internal control systems of the Group, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. The Audit Committee comprises of three independent non-executive Directors, namely Mr. Kwong Chi Wing (chairman of the Audit Committee), Mr. Chan Ka Yeung and Mr. Tam Ka Hei Raymond.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2019 and is of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosures have been made in respect thereof.

On behalf of the Board
Elegance Commercial and Financial Printing Group Limited
SO Wing Keung
Chairman and Chief Executive Officer

Hong Kong, 9 August 2019

As at the date of this announcement, the executive Directors are Mr. SO Wing Keung and Mr. LEUNG Shu Kin, and the independent non-executive Directors are Mr. KWONG Chi Wing, Mr. CHAN Ka Yeung and Mr. TAM Ka Hei Raymond.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 announcement misleading.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days after the date of publication and on the Company’s website at www.elegance.hk.