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Reach New Holdings Limited

新達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8471)

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023**

**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.

*This announcement, for which the directors (the “**Directors**” or individually, a “**Director**”) of Reach New Holdings 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 and its subsidiaries (collectively the “**Group**”). 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.*

HIGHLIGHTS

- The Group recorded an unaudited revenue of approximately RMB49.8 million for the nine months ended 30 September 2023 (nine months ended 30 September 2022: approximately RMB52.8 million), representing a decrease of approximately 5.7% over the corresponding period of 2022.
- The unaudited loss of the Group for the nine months ended 30 September 2023 amounted to approximately RMB4.7 million (nine months ended 30 September 2022: unaudited loss of approximately RMB4.6 million).
- The basic loss per share for the nine months ended 30 September 2023 was RMB0.55 cent (nine months ended 30 September 2022: basic loss per share of RMB0.54 cent).
- The board of Directors resolved not to declare an interim dividend for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: nil).

FINANCIAL INFORMATION FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2023, together with the comparative unaudited figures for the corresponding period of 2022, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Revenue	4	15,726	15,980	49,848	52,751
Cost of sales		(11,145)	(11,243)	(35,227)	(37,474)
Gross profit		4,581	4,737	14,621	15,277
Other income, gains and losses		531	339	515	774
Distribution and selling expenses		(969)	(982)	(2,897)	(2,866)
Administrative expenses		(7,517)	(5,227)	(16,822)	(17,634)
Finance cost on lease liabilities		-	(31)	-	(94)
Loss before tax		(3,374)	(1,164)	(4,583)	(4,543)
Income tax expenses	5	-	-	(74)	(47)
Loss and total comprehensive expense for the period		(3,374)	(1,164)	(4,657)	(4,590)
Loss and total comprehensive expense for the period attributable to:					
Owners of the Company		(3,374)	(1,163)	(4,657)	(4,583)
Non-controlling interests		-	(1)	-	(7)
Loss per share,					
— Basic and diluted (RMB cents)	7	(0.40)	(0.14)	(0.55)	(0.54)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Share capital RMB'000	Share premium RMB'000 (Note 1)	Other reserve RMB'000 (Note 2)	Accumulated profits RMB'000	Total RMB'000	Non- controlling interests RMB'000	Total equity RMB'000
At 1 January 2023 (Audited)	7,321	41,488	14,145	(12,948)	50,006	134	50,140
Loss and total comprehensive expense for the period	-	-	-	(4,657)	(4,657)	-	(4,657)
Deregistration of a subsidiary	-	-	-	-	-	(134)	(134)
At 30 September 2023 (Unaudited)	<u>7,321</u>	<u>41,488</u>	<u>14,145</u>	<u>(17,605)</u>	<u>45,349</u>	<u>-</u>	<u>45,349</u>
At 1 January 2022 (Audited)	7,321	41,488	14,145	(6,205)	56,749	141	56,890
Loss and total comprehensive expense for the period	-	-	-	(4,583)	(4,583)	(7)	(4,590)
At 30 September 2022 (Unaudited)	<u>7,321</u>	<u>41,488</u>	<u>14,145</u>	<u>(10,788)</u>	<u>52,166</u>	<u>134</u>	<u>52,300</u>

Notes:

- Pursuant to the Companies Act of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the equity holders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- As part of the group reorganisation for the listing of the Company's shares on GEM of The Stock Exchange, there were series of restructuring within the Group which mainly involved interspersing investment holding entities between the operating subsidiaries and investment holding companies. The difference between the Company's share capital and the combined paid-in capital of Sun Tin Lun Garment Accessories (Huizhou) Company Limited* (新天倫服裝配料(惠州)有限公司) and Reach New Technology (Huizhou) Company Limited* (新達科技(惠州)有限公司) ("Reach New Technology") (formerly known as 新天倫服裝輔料(惠州)有限公司), the indirect wholly-owned subsidiaries of the Company established in the People's Republic of China (the "PRC"), was credited to other reserve on 30 November 2016.

* unofficial English name for identification purpose only.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2023

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 22 January 2016. Its registered office is located at PO Box 1350, Regatta Office Park, Windward 3, Grand Cayman, KY1-1108, Cayman Islands. The address of its headquarters and principal place of business in the PRC is located at Sun Tin Lun Industrial Centre, No. 6 Taihao Road, Sandong Digital Industrial Park, Sandong Town, Huizhou City, Guangdong Province, China. The ordinary shares of the Company (the “**Shares**”) have been listed on GEM of the Stock Exchange since 21 July 2017 (the “**Listing**”).

The Company is an investment holding company. The Group is principally engaged in the provision of labelling solution and production and supply of garment accessories in the PRC.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 have been prepared in accordance with accounting principles generally accepted in Hong Kong and have complied with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 have been prepared under the historical cost convention.

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2023 have not been audited by the Company’s independent auditor, but have been reviewed by the Company’s audit committee.

The preparation of the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group’s accounting policies.

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 are presented in Renminbi (“**RMB**”), which is the same functional currency of the Company.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

For the nine months ended 30 September 2023, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. HKFRSs comprise HKFRS; Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the nine months ended 30 September 2023 and prior years.

4. REVENUE AND SEGMENT INFORMATION

Disaggregation of revenue from contracts with customers

	Nine months ended 30 September	
	2023	2022
	RMB’000	RMB’000
	(Unaudited)	(Unaudited)
Types of products — at point in time recognition:		
Sales of printed products	19,277	20,080
Sales of woven labels	8,348	9,574
Sales of printed labels	12,029	13,312
Others	10,194	9,785
	<u>49,848</u>	<u>52,751</u>

Types of customers

	Nine months ended 30 September	
	2023	2022
	RMB’000	RMB’000
Garment brand companies	3,241	1,596
Sourcing companies designated by garment brand companies	15,372	18,509
Garment manufacturers	31,235	32,646
	<u>49,848</u>	<u>52,751</u>

The Group sells garment accessories directly to customers and revenue is recognised when control of the goods has transferred, being when the goods have been shipped from the warehouse (delivery). Following delivery, customers have full discretion over the manner of distribution and price to sell the goods, they also have the primary responsibility to sell and bear the risk of obsolescence and loss in relation to the goods. The normal credit term is 30 to 90 days upon delivery.

Information reported to the chief executive officer of the Group, being the chief operating decision maker (“CODM”), regularly reviews revenue analysis by major products as set out in the revenue analysis above for the purpose of resource allocation and assessment of performance. However, other than the revenue analysis, no operating results or other discrete consolidated financial statements is regularly reviewed by the CODM for the purpose of resource allocation and assessment of performance of respective businesses which generate different types of revenue. The CODM reviews the operating results of the Group as a whole to make decisions about resource allocation and for performance assessment. The operation of the Group constitutes one single operating and reportable segment under HKFRS 8 “Operating Segments” and accordingly no separate segment information is presented.

Geographical information

Revenue by geographical location

The Group’s operations are located in the PRC. Most of the Group’s non-current assets and capital expenditure are located or utilised in the PRC.

Information about major customers

Revenue from a customer individually contributing over 10% of the total sales are as follows:

	Nine months ended	
	30 September	
	2023	2022
	RMB’000	RMB’000
	(Unaudited)	(Unaudited)
Customer A	<u>15,372</u>	<u>18,509</u>

5. INCOME TAX EXPENSES

	Nine months ended	
	30 September	
	2023	2022
	RMB’000	RMB’000
	(Unaudited)	(Unaudited)
Current tax:		
Provision for the period	<u>74</u>	<u>47</u>

The Group is not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in those jurisdictions.

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits derived from or earned in Hong Kong for the nine months ended 30 September 2023 and 2022.

The Group is subject to PRC Enterprise Income Tax (“**PRC EIT**”) at a rate of 25% (for the nine months ended 30 September 2022: 25%) and dividend withholding tax at a rate of 5% for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: 5%), except 新天倫服裝配料(惠州)有限公司 (Sun Tin Lun Garment Accessories (Huizhou) Company Limited*) which is qualified as a High and New Technology Enterprises and is entitled to the preferential tax rate of 15% for the nine months ended 30 September 2023.

Current tax provision represents provision for PRC EIT.

6. DIVIDEND

The Board resolved not to declare an interim dividend for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: nil).

7. EARNINGS/(LOSS) PER SHARE

	Nine months ended	
	30 September	
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Loss for the purpose of calculating basic loss per Share		
Loss for the period attributable to owners of the Company	<u>(4,657)</u>	<u>(4,583)</u>
	Nine months ended	
	30 September	
	2023	2022
	(Unaudited)	(Unaudited)
Number of Shares:		
Weighted average number of Shares for the purpose of calculating basic loss per Share	<u>850,000,000</u>	<u>850,000,000</u>

No diluted earnings per share is presented for the nine months ended 30 September 2023 and 2022 as there was no potential ordinary Share in issue.

* *unofficial English name for identification purpose only.*

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is an established labelling solution provider and a one-stop garment accessories manufacturer and supplier based in the PRC. The Group's products can be categorised into three main types being (i) printed products (e.g. hangtags, price tags and stickers), (ii) woven labels (e.g. woven brand labels, woven size labels and badges); and (iii) printed labels (e.g. printed brand labels, printed size labels and care content labels). The Group also sources and sells other garment accessories, such as tapes, hanging tablets, string locks, leather badge, buttons and metal products to the customers in the PRC.

During the nine months ended 30 September 2023, the Group continued to serve a large number of garment brand companies, sourcing companies designated by garment brand companies and garment manufacturers in the PRC.

In order to diversify the business and income stream of the Group in the post-pandemic era, the Group will also consider exploring other garment and textile business and other business opportunities for maximising the return to Shareholders in the long run.

FINANCIAL REVIEW

Revenue

The Group's revenue, which is principally generated from the direct sales of (i) printed products (e.g. hangtags, price tags and stickers), (ii) woven labels (e.g. woven brand labels, woven size labels and badges), (iii) printed labels (e.g. printed brand labels, printed size labels and care content labels) and (iv) other garment accessories (e.g. tapes, string locks, leather badge, buttons and metal products) was approximately RMB49.8 million for the nine months ended 30 September 2023 and approximately RMB52.8 million for the corresponding period of 2022, representing a decrease of approximately 5.7% over the corresponding period of 2022.

The Group will put more resources and effort in exploring potential customers in the PRC and at the same time exploring potential PRC and foreign garment brand companies in order to increase sales and enhance its profitability. In addition, the Group will continue to explore new business opportunities to strengthen our income streams, including sales of garment products through different channels.

Cost of sales and gross profit

The Group's gross profit decreased by approximately 4.6% from approximately RMB15.3 million for the nine months ended 30 September 2022 to approximately RMB14.6 million for the nine months ended 30 September 2023. The Group's cost of sales primarily consists of material costs, direct labour costs, subcontracting costs, rental and rates, depreciation on machinery and utilities.

During the nine months ended 30 September 2023, the Group's revenue decreased by approximately 5.7% while the cost of sales decreased by approximately 6.1% as compared with the corresponding period of 2022, as a result, the Group's gross profit margin increase from approximately 29.0% for the nine months ended 30 September 2022 to approximately 29.3% for the nine months ended 30 September 2023.

Distribution and selling expenses

Distribution and selling expenses was approximately RMB2.9 million for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: approximately RMB2.9 million).

Administrative expenses

Administrative expenses decreased to approximately RMB16.8 million for the nine months ended 30 September 2023 from approximately RMB17.6 million for the nine months ended 30 September 2022. The decrease in the Group's administrative expenses was mainly due to the decrease in administrative staff costs, other tax expenses and the loss on disposal of obsolete plants and equipment during the nine months ended 30 September 2023 comparing with those of the corresponding period of 2022. Administrative expenses consist primarily of staff costs and benefits, depreciation (excluding depreciation for plant and machinery), office expenses and other general administrative expenses.

Profit for the period

After taking into account of the foregoing, the Group's unaudited loss was approximately RMB4.7 million for the nine months ended 30 September 2023, as compared to unaudited loss of approximately RMB4.6 million for the nine months ended 30 September 2022.

SHARE OPTION SCHEME

A share option scheme was adopted and approved by the then sole shareholder of the Company on 24 June 2017 (the “**Share Option Scheme**”) and will remain in force for 10 years after its adoption. The terms of the Share Option Scheme are in accordance with Chapter 23 of the GEM Listing Rules. The principal terms of the Share Option Scheme are summarised in the directors’ report of the annual report of the Company for the year ended 31 December 2022. No share option has been exercised, granted, cancelled or lapsed during the nine months ended 30 September 2023. There were no outstanding options during the nine months ended 30 September 2023.

DIVIDEND

The Board resolved not to declare an interim dividend for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: nil).

USE OF PROCEEDS FROM THE LISTING AND BUSINESS OBJECTIVES

The net proceeds from the Listing, after deducting listing-related expenses, were approximately HK\$37.6 million (equivalent to approximately RMB32.7 million) (the “**Net Proceeds**”). After the Listing, part of these proceeds have been applied for the purposes in accordance with the future plans and use of proceeds as set out in the Prospectus. On 28 April 2020, the Board resolved to change the use of the unutilised portion of the Net Proceeds, details of which are more particularly disclosed in the Company’s announcement dated 28 April 2020. The unutilised Net Proceeds have been and will be applied according to the disclosure in the Prospectus and the announcement of the Company dated 28 April 2020.

An analysis of the utilisation of the Net Proceeds as at 30 September 2023 is set out below:

Intended Use of Net Proceeds	Revised	Utilised Net	Net Proceeds	Unutilised	Expected
	planned application of the Net Proceeds	Proceeds as at 30 September 2023	utilised during the nine months ended 30 September 2023	balance as at 30 September 2023	timeline for the intended use
	HK\$'million	HK\$'million	HK\$'million	HK\$'million	
Upgrading the production facilities and digital printing technology of the Group	7.9	7.9	–	–	–
Developing the capability of applying RFID technology to the products of the Group	3.0	0.7	–	2.3	December 2023
Enhancing the heat transfer printing production facilities of the Group	4.1	4.1	–	–	–
Upgrading the information technology systems of the Group	5.3	4.8	0.6	0.5	December 2023
Expansion of the sales and marketing department of the Group	3.0	2.5	0.3	0.5	December 2023
General working capital	3.3	3.3	–	–	–
Developing garment trading business	8.0	0.8	–	7.2	December 2023
Developing the internet and information technology business	3.0	3.0	–	–	–
Total	<u>37.6</u>	<u>27.1</u>	<u>0.9</u>	<u>10.5</u>	

There has been delay in the application of the Net Proceeds for developing the capability of applying RFID technology to the products, upgrading the information technology systems, expansion of sales and marketing department of the Group and development of garment trading business. The reasons for the delay in application were that the garment industry was disrupted by the outbreak of the COVID-19 pandemic since early 2020, which caused a delay in the previous and subsequent application schedule of the Net Proceeds. With the control of the Pandemic and drop of anti-Pandemic measures in the PRC and the rest of the world, the Company will apply the unutilised portion of the Net Proceeds as and when appropriate according to the manner as disclosed in the Prospectus and the announcement of the Company dated 28 April 2020. All the unutilised balance of the Net Proceeds have been placed in licenced banks in Hong Kong or the PRC as at 30 September 2023.

USE OF NET PROCEEDS FROM THE PLACING

As per the Company’s announcements dated 28 April 2020 and 13 May 2020, 50,000,000 Shares (the “**Placing Shares**”) were successfully placed to nine independent placees at the placing price of HK\$0.113 per Placing Share under general mandate (the “**Placing**”). The gross proceeds and the net proceeds (after deducting the placing fee and other related expenses incurred in the Placing) from the Placing are HK\$5.65 million and approximately HK\$5.41 million, respectively (the “**Placing Proceeds**”). As disclosed in the announcement of the Company dated 3 December 2021, the Group entered into a sale and purchase agreement to dispose of the equity interest of Dongdong Laike (Guangzhou) Information Technology Co., Ltd.* (咚咚來客(廣州)信息技術有限公司) (“**Dongdong Laike**”) (formerly known as Guangzhou Banchengyun Information Technology Co., Ltd.* (廣州半城雲信息科技有限公司)). As such, on 3 December 2021, the Board resolved to change the use of the unutilised portion of the net Placing Proceeds to be utilised for investment in other information technology companies or projects which may be identified by the Group as suitable targets in the future.

An analysis of the unutilisation of the net proceeds from the Placing as at 30 September 2023 is set out below:

	Revised total planned amount <i>HK\$’million</i>	Utilised net proceeds from the Placing as at 30 September 2023 <i>HK\$’million</i>	Unutilised net proceeds from the Placing as at 30 September 2023 <i>HK\$’million</i>	Expected timeline for the intended use
Intended use of the net proceeds from the Placing				
Working capital in Dongdong Laike in connection with the Group’s development in the information technology industry	0.3	0.3	-	-
Investment in information technology companies or projects	<u>5.11</u>	<u>-</u>	<u>5.11</u>	December 2023

The Company will apply the unutilised portion of the Placing Proceeds according the announcements of the company dated 13 May 2020 and 3 December 2021. As at the date of this announcement, the Company has not yet identified any suitable targets for investment. The Company will make further announcement(s) to update on the use of the Placing Proceeds as and when appropriate.

* *unofficial English name for identification purpose only.*

DISCLOSURE OF INTERESTS

A. INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or 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 would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or which would be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, required to be notified to the Company and the Stock Exchange, are as follows:

1) Interests in the Company

Name of Director	Capacity/nature of interest	Number of Shares	Percentage of interest in the Company
Ms. Sha Xuanyi	Beneficial Owner	132,400,000 (Long position)	15.58%

2) Interests in Associated Corporations of the Company

As at 30 September 2023, none of the Directors and chief executive of the Company has registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, required to be notified to the Company and the Stock Exchange.

B. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

So far as it is known to the Directors, as at 30 September 2023, the following persons, not being a Director or chief executive of the Company, had or deemed or taken to have an interest or short position in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were required to be recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Name	Capacity/nature of interest	Number of Shares	Percentage of interest in the Company
Neo Concept	Beneficial owner (<i>Note 1</i>)	233,400,000 (Long position)	27.46%
Mr. Lam Cheung Chuen (“ Mr. Lam ”)	Interest in controlled corporation (<i>Note 1</i>)	233,400,000 (Long position)	27.46%
Ms. Wong Ching Yuk	Interest of spouse (<i>Note 2</i>)	233,400,000 (Long position)	27.46%

Notes:

- (1) The 233,400,000 Shares are held by Neo Concept, which is wholly and beneficially owned by Mr. Lam. By virtue of the SFO, Mr. Lam is deemed to be interested in all the Shares held by Neo Concept.
- (2) Ms. Wong Ching Yuk is the spouse of Mr. Lam. Accordingly, by virtue of the SFO, she is deemed to be interested in all the Shares in which Mr. Lam is interested.

Save as disclosed above, as at 30 September 2023, the Directors are not aware of any interests or short positions owned by any parties (other than a Director or chief executive of the Company) in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO.

OTHER INFORMATION

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

During the nine months ended 30 September 2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any Shares.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealing as set out in Rules 5.46 to 5.67 of the GEM Listing Rules (the “**Model Code**”). Having made specific enquiry to each of the Directors, all Directors confirmed that they have fully complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors under the Model Code for the nine months ended 30 September 2023.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (“**CG Code**”). For the nine months ended 30 September 2023, the Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group. The Company has complied with all the code provisions in the CG Code in all material respects for the nine months ended 30 September 2023.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the Prospectus, no Director had material interest in any contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the nine months ended 30 September 2023.

COMPETING INTERESTS

To the best the Directors' knowledge, none of the controlling shareholders of the Company, the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business, or had any other conflict of interest with the Group, during the nine months ended 30 September 2023.

EVENT AFTER REPORTING PERIOD

There was no significant subsequent events happened to the Group after 30 September 2023 and up to the date of this announcement.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 24 June 2017. The terms of reference in compliance with paragraph D.3.3 and D.3.7 of the CG Code have been adopted for the Audit Committee. The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of external auditor; review financial statements and give advice in respect of financial reporting; oversee financial reporting system, risk management and internal control systems of the Company; and review the continuing connected transactions of the Company.

The Audit Committee currently consists of three members, namely Mr. Ho Yuk Hay (chairman of the Audit Committee), Mr. Moy Yee Wo, Matthew and Mr. Lin Kin-Chin, all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The unaudited financial information in this announcement has not been reviewed or audited by the auditor of the Company but the Audit Committee has reviewed this announcement, including the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 and is of the opinion that the preparation of such statements comply with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

By order of the Board
Reach New Holdings Limited
Lam Kai Yuen
Chairman and Executive Director

Hong Kong, 6 November 2023

As at the date of this announcement, the executive Directors are Mr. Lam Kai Yuen, Mr. Lam Kai Cheong and Ms. Sha Xuanyi; and the independent non-executive Directors are Mr. Moy Yee Wo, Matthew, Mr. Ho Yuk Hay, Mr. Zhu Honghai and Mr. Lin Kin-Chin.

This announcement will remain on the Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.sthl.com.hk.