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KOALA Financial Group Limited

樹熊金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8226)

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

The board (the “**Board**”) of directors (the “**Directors**”) of KOALA Financial Group Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the nine months ended 30 September 2023.

This announcement, containing the full text of the 2023 third quarterly report of the Group, complies with the relevant requirements of the Rules Governing the Listing of Securities on the GEM (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to information to accompany preliminary announcements of quarterly results. Printed version of the 2023 third quarterly report of the Company containing the information required by the GEM Listing Rules will be dispatched to the shareholders of the Company in due course.

The Company’s third quarterly results announcement is published on the website of the Stock Exchange at “www.hkexnews.hk” and the Company’s website at “www.koala8226.com.hk”.

By Order of the Board
KOALA Financial Group Limited
Kwan Kar Ching
Chairlady

Hong Kong, 10 November 2023

As at the date of this announcement, the Board comprises six Directors namely Ms. Hsin Yi-Chin and Ms. Tam Chik Yan, being the executive Directors; Ms. Kwan Kar Ching, being the non-executive Director and Mr. Hung Cho Sing, Mr. Luk Kin Ting and Mr. Ng Wah Leung, being the independent non-executive Directors.

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.

This announcement will remain on the Stock 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.koala8226.com.hk".

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

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*This report, for which the directors (the "**Directors**") of KOALA Financial Group 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 (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 report is accurate and complete in all material respects and not misleading and deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

The board of directors (the “**Board**”) of the Company announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the nine months ended 30 September 2023, together with the comparative figures as follows:

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

For the nine months ended 30 September 2023

	Note	For the three months ended 30 September		For the nine months ended 30 September	
		2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Revenue	3	7,904	3,596	21,486	16,581
Cost of services		(221)	(217)	(640)	(1,386)
Gross profit		7,683	3,379	20,846	15,195
Realised gain/(loss) on sale of listed securities		169	55	186	(1,323)
Unrealised loss on listed securities		(1,115)	(29,421)	(590)	(59,339)
Other income, gains and losses		323	2,335	1,678	2,421
Selling and distribution expenses		-	(450)	-	(450)
Administrative expenses		(2,952)	(2,509)	(8,932)	(9,123)
Finance costs		(107)	(10)	(388)	(131)
Profit/(loss) before tax		4,001	(26,621)	12,800	(52,750)
Income tax (expense)/credit	4	(1,029)	4,607	(2,186)	8,695
Profit/(loss) and total comprehensive income/(expense) for the period		2,972	(22,014)	10,614	(44,055)

	Note	For the three months ended 30 September		For the nine months ended 30 September	
		2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Profit/(loss) and total comprehensive income/(expense) for the period attributable to:					
Owners of the Company		2,557	(22,244)	9,468	(45,364)
Non-controlling interests		415	230	1,146	1,309
		2,972	(22,014)	10,614	(44,055)
Earnings/(loss) per share		2023 HK cents	2022 HK cents (restated)	2023 HK cents	2022 HK cents (restated)
- Basic and diluted	5	0.61	(14.59)	2.27	(29.76)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2023

	Attributable to owners of the Company					
	Share capital	Share premium account	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2022	27,833	653,399	(328,184)	353,048	10,413	363,461
Total comprehensive (expense)/ income for the period	-	-	(45,364)	(45,364)	1,309	(44,055)
Issue of rights issue shares (note)	55,668	27,833	-	83,501	-	83,501
Transaction costs attributable to issue of rights issue shares (note)	-	(2,085)	-	(2,085)	-	(2,085)
At 30 September 2022	83,501	679,147	(373,548)	389,100	11,722	400,822
At 1 January 2023	83,501	679,147	(383,644)	379,004	8,001	387,005
Total comprehensive income for the period	-	-	9,468	9,468	1,146	10,614
At 30 September 2023	83,501	679,147	(374,176)	388,472	9,147	397,619

Note:

On 29 August 2022, the Company issued 278,335,994 ordinary shares of HK\$0.20 each at a subscription price of HK\$0.3 per share under the rights issue on the basis of two rights shares for every one existing share, giving rise to a net proceed of approximately HK\$81,416,000, after deducting related transaction costs of HK\$2,085,000.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2023

1. GENERAL

The Company is a limited liability company incorporated in the Cayman Islands, and the issued shares of which are listed on GEM of the Stock Exchange.

The Company is principally engaged in investment holding. The principal activities of the Company's principal subsidiaries are set out as follow:

- Securities investments
- Provision of financial services (including securities placing, underwriting and brokerage services, and margin financing)
- Leasing of investment properties
- Money lending business
- Provision of assets management services

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. In addition, the condensed consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in the exchange for goods and services.

The accounting policies and method of computation used in preparing the financial statements are consistent with those used in the audited financial statements for the year ended 31 December 2022.

The Group has adopted certain new/revised Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) that are effective for the current accounting period. The adoption of the new/revised HKFRSs has no material impact on the Group’s financial statements.

The Group has not early adopted the new/revised HKFRSs, that have been issued but are yet effective, and are potentially relevant to the Group’s financial statements.

The condensed financial statements are unaudited but have been reviewed by the audit committee of the Company.

3. REVENUE

Revenue, which is also the Group's turnover, represents the aggregate of income from provision of securities placing, underwriting and brokerage services, interest income from margin financing, interest income from loans and interests receivable and rental income from leasing of investment properties, analysed as follows:

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Revenue				
Provision of securities placing, underwriting and brokerage services	548	642	1,897	7,281
Interest income from margin financing	4,992	2,191	13,487	6,557
Interest income from loans and interests receivable	2,238	637	5,724	2,365
Rental income from leasing of investment properties	126	126	378	378
Total revenue	7,904	3,596	21,486	16,581

4. INCOME TAX EXPENSE/(CREDIT)

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Hong Kong profit tax				
- Current tax charge	1,029	151	2,186	776
- Deferred tax credit	-	(4,758)	-	(9,471)
Income tax expense/(credit)	1,029	(4,607)	2,186	(8,695)

Under the two-tiered profits tax rates regime, the first HK\$2 million of the assessable profits of qualifying group entity are taxed at 8.25%, and assessable profits above HK\$2 million are taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

For the nine months ended 30 September 2023 and 30 September 2022, Hong Kong profits tax is calculated in accordance with the two-tiered profits tax rates regime.

5. EARNINGS/(LOSS) PER SHARE

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

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Profit/(loss)				
Profit/(loss) for the purposes of calculating basic earnings/(loss) per share	2,557	(22,244)	9,468	(45,364)

	Number of shares '000	Number of shares '000 (restated)	Number of shares '000	Number of shares '000 (restated)
Number of shares				
Weighted average number of ordinary shares for the purposes of calculating basic earnings/(loss) per share	417,504	152,422	417,504	152,422

The weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share for the periods ended 30 September 2022 has been adjusted, taking into account the bonus element of the rights issue which were completed on 29 August 2022. The corresponding weighted average number of ordinary shares for the periods ended 30 September 2022 has been retrospectively adjusted to reflect the said bonus element of the rights issue.

Diluted earnings/(loss) per share for both of the periods ended 30 September 2023 and 2022 were the same as basic earnings/(loss) per share as there were no potential dilutive ordinary shares in issue during both periods.

6. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2023 (2022: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the period, the Group's businesses were organised in four operation's segments namely (i) Securities Brokerage Business; (ii) Money Lending Business; (iii) Securities Investment Business and (iv) Properties Investment Business.

Securities Brokerage Business

The Group carries out the securities brokerage business through its subsidiary, namely KOALA Securities Limited (樹熊證券有限公司) ("KOALA Securities"), which



KOALA Securities Limited
樹熊證券有限公司

www.koalasecurities.com.hk

is to conduct Type 1 (Dealing in Securities) and Type 4 (Advising on Securities) regulated activities under the Securities and Futures Ordinance ("SFO"). KOALA Securities possesses the right to be eligible to trade on or through the Stock Exchange and is a participant of the Hong Kong Securities Clearing Company Limited.

Founded in 2015, KOALA Securities is a well-established integrated securities broker in the Hong Kong financial services industry. It primarily provides (i) brokerage services, (ii) margin and short-term IPO financing, and (iii) placing and underwriting services to its customers.

The revenue breakdown for the nine months ended 30 September 2022 and 2023 are as follows:

	2023 HK\$'000	2022 HK\$'000
Revenue from brokerage services	759	2,121
Revenue from margin financing	13,487	6,557
Revenue from placing and underwriting	1,138	5,160
	15,384	13,838

With a view to further improving the revenue from the brokerage and margin financing services, during the period, the Group has enlarged the capacity of the margin financing service by reserving more funds to customers who wish to purchase securities on a margin basis. The Board expects this segment will become one of the major growth drivers to the Group.

Revenue from this business segment during the period was approximately HK\$15.4 million, representing a slightly increase as compared to approximately HK\$13.8 million in the corresponding period of 2022. It accounted for approximately 71.6% (2022: 83.5%) of the Group's revenue during the period.

Money Lending Business

The Group carries out the money lending business through its wholly-owned subsidiary, namely Honest Smart Finance Limited (傑誠財務有限公司) (**"Honest Smart Finance"**). It is a money lender licenced in Hong Kong under the provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).



In developing the money lending business, Honest Smart Finance provides various loan products to borrowers, which mainly include:

- (a) Personal loans, which are offered to individual customers to meet their personal financial needs; and
- (b) Corporate loans, which are offered to corporate customers to fulfill their short and long term capital needs.

Through 1) our brand developed in certain online financial media, 2) proactively approaching by our management and 3) referrals from existing customers, Honest Smart Finance would identify the potential customers.

The source of funds of the Honest Smart Finance is mainly from the Groups' internal financing, the Board expect that this business activity can generate additional return on the group idle funds from time to time.

The borrowers' breakdown for the nine months ended 30 September 2022 and 2023 are as follows:

	2023	2022
Personal loans		
Number of personal loans (per person)	17	13
Outstanding principal of personal loans (millions)	40.5	30.2
Range of interest rates (per annum)	3.5% - 36.0%	3.5% - 36.0%
Corporate loans		
Number of corporate loans (per company)	12	4
Outstanding principal of corporate loans (millions)	33.6	6.0
Range of interest rates (per annum)	7.0% - 24.0%	12.0% - 24.0%

Honest Smart Finance will only advance new loans to those borrowers whose have good financial credit rating and all overdue balances are reviewed regularly by its senior management.

The outbreak of the coronavirus had further worsened the economy, and heightened volatility and risks. Honest Smart Finance has adopted more cautious and prudent approach in the assessments and approval of new loans or renewal of existing loans in order to mitigate its credit risk.

During the period, the Group recorded loan interest income of approximately HK\$5.7 million (2022: HK\$2.4 million) from granting loans to both corporate and individual clients. It accounted for approximately 26.6% (2022: 14.3%) of the Group's revenue during the period. The loans and interests receivable as at 30 September 2023 was HK\$73.9 million (2022 HK\$33.6 million). During the period, the Group did not record any doubtful or bad debt in its money leading activities.

Securities Investment Business

The Group commenced the securities investment business in the third quarter of 2015. The investment scope includes short-term investments in listed securities in Hong Kong and other recognised overseas securities markets as well as other related investment products offered by banks and financial institutions, with the goal to generate additional investment returns on available funds of the Company from time to time.

As at 30 September 2023, the Group managed a portfolio of listed equity investment with fair value of approximately HK\$53.1 million (2022: HK\$71.7 million) which are classified as held-for-trading investments. During the period, the Group recorded a loss on fair value change of listed equity investments of approximately HK\$0.6 million (2022: loss of approximately HK\$59.3 million) and a realised gain of approximately HK\$0.2 million (2022: loss of approximately HK\$1.3 million).

Properties Investment Business

In the third quarter of 2016, the Group had commenced its properties investment business and acquired certain commercial property in Hong Kong for investment purpose. The Group may lease out its investment properties for recurring rental income, which generates stable rental income to the Group.

In order to further expand the portfolio of investment properties of the Group, the Board is proactively identifying suitable commercial properties in Hong Kong, while it is also seeking the opportunities to expand the coverage to retail and industrial properties in Hong Kong, so as to diversify its investment properties portfolio.

During the period, the rental income was approximately HK\$0.4 million (2022: HK\$0.4 million). It accounted for approximately 1.8% (2022: 2.3%) of the Group's revenue during the period.

FINANCIAL REVIEW

For the nine months ended 30 September 2023, the revenue of the Group increased to approximately HK\$21.5 million (2022: HK\$16.6 million), representing an increase of approximately 29.6% when compared with that of 2022. The reason for the increase in turnover was primarily attributable to the increase of interest income from the money lending business and margin financing.

For the nine months ended 30 September 2023, the Group recorded a fair value loss on listed securities of approximately HK\$0.6 million as compared to the loss of approximately HK\$59.3 million for the same corresponding period in 2022. The fair value loss recognised in 2022 was mainly caused by the significant drop in market value on the investment in Hong Kong Aerospace Technology Group Limited (stock code: 1725) of approximately HK\$52.3 million.

Due to the above reasons, the Group recorded a net profit of approximately HK\$10.6 million for the nine months ended 30 September 2023, representing an increase as compared with a net loss of approximately HK\$44.1 million for the same period of 2022.

LOOKING AHEAD

Looking forward, the Board will continue to develop current businesses and at the same time proactively explore new business areas and seek suitable investment opportunities.

Besides, the Group will continue to strictly control risks, strengthen internal management, integrate dominant resources and develop a cautious investment strategy in order to create a better return for its shareholders.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

None of the Directors nor chief executives of the Company had interests or short positions in any shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 September 2023.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2023, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Long positions in ordinary shares and underlying shares of the Company

Name	Capacity	Number of Ordinary shares held	Number of underlying shares held	Total	Percentage of issued share capital of the Company
Ms. Wong Ka Man	Beneficial owner	79,600,089	-	79,600,089	19.07%

Save as disclosed above, the Company has not been notified of any other interests or short positions in the issued share capital of the Company as at 30 September 2023.

SHARE OPTIONS

The share option scheme effective on 8 July 2002 was terminated and a new share option scheme (the "**Existing Share Option Scheme**") was adopted and became effective for a period of 10 years commencing from 15 June 2012. The Existing Share Option Scheme was expired on 15 June 2022. Upon the expiration of the Existing Share Option Scheme, no further options will be offered. The Group did not have any outstanding share options as at 30 September 2023.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed above, at no time during the period were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN COMPETING BUSINESS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 30 September 2023.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code on Corporate Governance Practice as defined in the GEM Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The audit committee comprises exclusively of independent non-executive Directors.

The Group's unaudited results for the nine months ended 30 September 2023 have been reviewed by the audit committee, which was of the opinion that such financial statements complied with the applicable accounting standards and that adequate disclosures have been made.

By Order of the Board
KOALA Financial Group Limited
Kwan Kar Ching
Chairlady

Hong Kong, 10 November 2023

As at the date of this report, the Board comprises six Directors namely Ms. Hsin Yi-Chin and Ms. Tam Chik Yan, being the executive Directors, Ms. Kwan Kar Ching, being the non-executive Director and Mr. Hung Cho Sing, Mr. Luk Kin Ting and Mr. Ng Wah Leung, being the independent non-executive Directors.

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