



takbo

THIRD QUARTERLY REPORT 2023

Takbo Group Holdings Limited
德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock code : 8436

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Corporate Information

EXECUTIVE DIRECTORS

Mr. Or Naam (*Chief Executive Officer*)
Ms. Chan Hoi Yan Polly
Mr. Or Huen

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tan Chong Huat (*Chairman*)
Mr. Sung Chi Keung
Mr. Hui Ha Lam

AUDIT COMMITTEE

Mr. Sung Chi Keung (*Chairman*)
Mr. Tan Chong Huat
Mr. Hui Ha Lam

REMUNERATION COMMITTEE

Mr. Tan Chong Huat (*Chairman*)
Mr. Sung Chi Keung
Mr. Or Naam

NOMINATION COMMITTEE

Mr. Hui Ha Lam (*Chairman*)
Mr. Sung Chi Keung
Mr. Or Huen

COMPANY SECRETARY

Ms. Wong Yuen Ki

AUTHORISED REPRESENTATIVES

Mr. Or Naam
Ms. Chan Hoi Yan Polly

COMPLIANCE OFFICER

Ms. Chan Hoi Yan Polly

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room A, 22/F, EGL Tower
83 Hung To Road, Kwun Tong
Kowloon, Hong Kong

INDEPENDENT AUDITORS

RSM Hong Kong
Certified Public Accountants
Registered Public Interest Entity Auditor
29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

Corporate Information

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road, Hong Kong

Nanyang Commercial Bank Limited
151 Des Voeux Road Central
Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

STOCK CODE

8436

COMPANY WEBSITE

www.takbogroup.com

Financial Highlights

Revenue of the Group for the nine months ended 30 September 2023 (the “**Current Period**”) amounted to approximately HK\$184.9 million, representing an increase of approximately 3.6% over the nine months ended 30 September 2022 (the “**Previous Period**”).

Gross profit of the Group for the Current Period amounted to approximately HK\$67.5 million, representing an increase of approximately 13.9% over the Previous Period.

Gross profit margin of the Group for the Current Period increased from approximately 33.2% for the Previous Period to approximately 36.5% for the Current Period.

Profit attributable to equity holders of the Company for the Current Period amounted to approximately HK\$25.8 million, representing an increase of approximately 44.0% over the Previous Period.

Earnings per share for the Current Period was approximately HK6.44 cents (Previous Period: HK4.47 cents).

The Board does not recommend the payment of any interim dividend for the Current Period (Previous Period: Nil).

Unaudited Financial Results

The board (the “**Board**”) of directors (the “**Directors**”) of Takbo Group Holdings Limited (the “**Company**” together with its subsidiaries (the “**Group**”)) is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2023, which has been reviewed by the audit committee of the Company, together with the comparative unaudited figures for the corresponding period in 2022, are as follows:

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023	2022	2023	2022
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	3	115,081	113,035	184,882	178,437
Cost of sales		(72,067)	(74,161)	(117,386)	(119,189)
Gross profit		43,014	38,874	67,496	59,248
Other income	4	255	202	280	435
Other gains, net	4	409	251	(735)	(694)
Administrative expenses		(9,531)	(9,192)	(26,990)	(25,330)
Selling and distribution expenses		(8,021)	(6,740)	(12,615)	(13,053)
Net impairment losses on trade receivables		–	–	–	135
Operating profit		26,126	23,395	27,436	20,741
Finance income		1,704	222	3,791	758
Finance cost		(53)	(121)	(179)	(222)
Finance (cost)/income, net		1,651	101	3,612	536

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Profit before income tax	5	27,777	23,496	31,048	21,277
Income tax expense	6	(4,066)	(2,968)	(5,276)	(3,378)
Profit for the period attributable to owners of the Company		23,711	20,528	25,772	17,899
Other comprehensive (loss)/ income for the period					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on translation of foreign operations		(306)	(3,693)	(3,610)	(3,401)
Total comprehensive income for the period attributable to owners of the Company		23,405	16,835	22,162	14,498
Earnings per share					
Basic and diluted (in HK cents)	8	5.93	5.13	6.44	4.47

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2023

	Attributable to owners of the Company						
	Share capital	Share premium	Capital and other reserves	Statutory reserve	Exchange reserve	Retained earnings	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2023 (audited)	4,000	56,188	46	3,171	(256)	161,565	224,714
Profit for the period	-	-	-	-	-	25,772	25,772
Other comprehensive loss	-	-	-	-	(3,610)	-	(3,610)
Total comprehensive (loss)/income for the period	-	-	-	-	(3,610)	25,772	22,162
At 30 September 2023 (unaudited)	4,000	56,188	46	3,171	(3,866)	187,337	246,876
At 1 January 2022 (audited)	4,000	56,188	46	3,146	5,924	160,582	229,886
Profit for the period	-	-	-	-	-	17,899	17,899
Other comprehensive loss	-	-	-	-	(3,401)	-	(3,401)
Total comprehensive (loss)/income for the period	-	-	-	-	(3,401)	17,899	14,498
At 30 September 2022 (unaudited)	4,000	56,188	46	3,146	2,523	178,481	244,384

Notes to the Unaudited Condensed Consolidated Financial Information

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 8 February 2017 as an exempted company with limited liability under Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries are principally engaged in the design, development, manufacture and sale of beauty products, and the design, development and sale of beauty bags.

The ultimate controlling parties of the Company are Mr. Or Naam, Ms. Chu Siu Fong ("**Ms. Chu**") and Ms. Chan Hoi Yan Polly ("**Ms. Chan**") (collectively, the "**Controlling Shareholders**"). The ultimate holding company of the Company is Classic Charm Investments Limited ("**Classic Charm**").

The shares of the Company were listed on GEM of the Stock Exchange on 27 October 2017.

The unaudited condensed consolidated financial information for the three months and nine months ended 30 September 2023 have not been audited by the Company's auditor but have been reviewed by the audit committee of the Company ("**Audit Committee**").

Notes to the Unaudited Condensed Consolidated Financial Information

2. BASIS OF PREPARATION

This unaudited condensed consolidated financial statement for the three months and nine months ended 30 September 2023 has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which is a collective term for all individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The unaudited condensed consolidated financial statement does not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company’s annual report for the year ended 31 December 2022.

The unaudited condensed consolidated financial information has been prepared under the historical cost basis except for certain financial instruments that are measured at fair values, as appropriate. All amounts are presented in Hong Kong dollar thousand (“**HK\$’000**”) in this unaudited condensed consolidated financial information unless otherwise stated.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial information for the nine months ended 30 September 2023 are consistent with those of the previous financial year and corresponding reporting period, except for the adoption of new and amended standards as set out below.

New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

Impact of standards issued but not yet applied by the Group

The Group has not applied the new HKFRSs that have been issued but are not yet effective, and is in the process of assessing their impact on the Group’s results and financial position.

Notes to the Unaudited Condensed Consolidated Financial Information

3. REVENUE

The Group is principally engaged in the design, development, manufacture and sale of beauty products, and the design, development and sale of beauty bags. Revenue recognised during the Current Period analysed by type of products is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue				
Sales of beauty products	107,645	107,244	156,852	147,989
Sales of beauty bags	7,436	5,791	28,030	30,448
	115,081	113,035	184,882	178,437

Notes to the Unaudited Condensed Consolidated Financial Information

4. OTHER INCOME AND OTHER GAINS, NET

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Other income				
Sample income	17	69	22	115
Government grant (Note (a))	100	–	100	–
Dividend income from financial assets at fair value through profit or loss	14	(138)	34	49
Others	124	271	124	271
	255	202	280	435
Other gains, net				
Exchange gains, net	550	(115)	(437)	(820)
Net fair value losses on financial assets at fair value through profit or loss	(141)	366	(298)	126
	409	251	(735)	(694)

Note:

- (a) The amount represented a grant obtained from the government in Mainland China to subsidise to the operating costs of a subsidiary. There were no unfulfilled conditions attached to this grant.

Notes to the Unaudited Condensed Consolidated Financial Information

5. PROFIT BEFORE INCOME TAX

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Profit for the period has been arrived at after charging/ (crediting):				
Amortisation of intangible asset	6	53	18	81
Depreciation of property, plant and equipment	282	373	980	1,139
Rental expense – depreciation of right-of-use assets	320	79	760	380
Net impairment losses on trade receivables	–	–	–	135

Notes to the Unaudited Condensed Consolidated Financial Information

6. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Hong Kong profits tax has been provided at the rate of 16.5% (Previous Period: 16.5%) on the estimated assessable profit for the Current Period. Corporate income tax on profits from a subsidiary operating in Mainland China have been calculated at 25% (Previous Period: 25%) in accordance with the relevant Mainland China tax laws and regulations, except that Cosbe Laboratory Inc., a wholly owned subsidiary, was granted the High and New Technology Enterprise status in December 2019, being valid for 3 years, and therefore it is entitled to a preferential tax rate of 15%. No overseas profits tax has been calculated for subsidiaries of the Group that are incorporated in the British Virgin Islands or the Cayman Islands as they have no assessable income (Previous Period: Nil).

7. DIVIDENDS

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

8. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the nine months ended 30 September 2023 and 2022.

Diluted earnings per share is of the same amount as the basic earnings per share as there was no potentially dilutive ordinary share outstanding as at 30 September 2023 and 2022.

Management Discussion and Analysis

MARKET AND BUSINESS OVERVIEW

The Group is principally engaged in (i) the design, development, manufacture and sale of beauty products; and (ii) the design, development and sale of beauty bags. The core business and revenue structure of the Group has remained unchanged during the Current Period.

Global business environment is still challenging and remains to be clouded by the threat of the pandemic, followed by the further aggravating the operating environment across industries, and a full economic recovery is still a long way round. Nevertheless, the difficult operating environment, the Group remains dedicated in getting through the bad times with all of its employees, striving to strike a balance between maintaining a healthy financial position and preparing for future development.

The Group will exploit business opportunities and maintain good relationships with our long-term clients and corporates, and also spend our efforts exploring innovative business strategies and plans to benefit the Group's business development. Our management and sales teams did more proactively communication ahead with overseas customers for needs and product demand.

PROSPECT

More than three years have passed since the outbreak of the COVID-19 pandemic (the "Pandemic") in early 2020. After the introduction of COVID-19 vaccines, the public thought that the pandemic has been gradually controlled until the emergence of the more transmissible Delta variant of COVID-19. With the uncertainties of macroeconomic risks, effectiveness of vaccines on different variants of COVID-19, continuing tensions between China and US, it is expected that the Group's business will continue to undergo a huge challenge. The Group will keep high alert of the changing market preferences, evaluate different sales and marketing strategies, and introduce different new products to fit customers' need. Our Group has confidence that we can overcome the challenges and maintain a sustainable business performance to our shareholders.

Management Discussion and Analysis

FINANCIAL REVIEW

The following table sets out a breakdown of revenue of the Group and the percentage contribution to total revenue by product category for the nine months ended 30 September 2023 and 2022:

	Nine months ended 30 September			
	2023		2022	
	HK\$'000	%	HK\$'000	%
Beauty products	156,852	84.8	147,989	82.9
Beauty bags	28,030	15.2	30,448	17.1
Total	184,882	100.0	178,437	100.0

The Group's revenue for the Current Period amounted to approximately HK\$184.9 million, representing an increase of approximately 3.6% over the Previous Period.

The gross profit of the Group for the Current Period amounted to approximately HK\$67.5 million, representing an increase of approximately 13.9% as compared with the Previous Period of approximately HK\$59.2 million. The gross profit margin of the Group increased from 33.2% for the Previous Period to approximately 36.5% for the Current Period, which was mainly as a result of different product mix.

Profit attributable to equity holders of the Company for the Current Period amounted to approximately HK\$25.8 million, representing an increase of approximately 44% over the Previous Period.

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

The Group practised prudent financial management and maintained a strong and sound financial position during the Current Period. The Group finances its daily operations through a combination of funds generated and received from operations, retained earnings and remaining net proceeds from the share offer. As of 30 September 2023, the Group had cash and cash equivalents of approximately HK\$141.1 million (31 December 2022: approximately HK\$180.5 million) mainly denominated in United States dollars (“USD”). The decrease in cash and cash equivalents were mainly attributable to increase of trade receivable of the Group for the Current Period.

The current ratio, calculated as the total current assets divided by total current liabilities, was approximately 5.4 times as at 30 September 2023 (31 December 2022: approximately 6.9 times). As at 30 September 2023, the Group did not have any outstanding borrowing and other indebtedness and no gearing ratio is presented.

ADMINISTRATIVE EXPENSES

The administrative expenses of the Group increased slightly by approximately HK\$1.7 million from approximately HK\$25.3 million for the Previous Period to approximately HK\$27.0 million for the Current Period.

SELLING AND DISTRIBUTION EXPENSES

The selling and distribution expenses of the Group decreased by approximately HK\$0.5 million from approximately HK\$13.1 million for the Previous Period to approximately HK\$12.6 million for the Current Period.

Management Discussion and Analysis

FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in Hong Kong and the PRC and is exposed to foreign exchange risk, primarily with respect to USD and Chinese Renminbi (“RMB”) denominated transactions arising from the sales of beauty products and bags to customers in the USA and purchases from suppliers in the PRC. The Directors are of the opinion that the foreign exchange risk arising from USD against RMB of the Group is manageable.

During the Current Period, the Group has not entered into any agreement or commit to any financial instruments to hedge our exchange rate exposure relating to RMB and will continue to monitor its foreign exchange exposure. The Group will consider hedging significant foreign currency exposure should the need arises and no derivative financial instruments were held by the Group as at 30 September 2023 for speculative and investment purposes.

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

As at 30 September 2023, the Group did not have any material contingent liabilities (31 December 2022: Nil). The Group had no capital commitment as at 30 September 2023 (31 December 2022: HK\$410,000) and there was no operating leases as at 30 September 2023 (31 December 2022: Nil).

PLEDGE OF ASSETS

The Group did not have pledged assets as at 30 September 2023 (31 December 2022: Nil).

Management Discussion and Analysis

CAPITAL STRUCTURE

During the Current Period, there has been no change on the shares in issue and capital structure of the Company. The capital of the Company comprises ordinary shares and capital reserve. The Group finances its operations, working capital, capital expenditures and other liquidity requirements through a combination of net funds generated and received from operations and net proceeds from the share offer.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Current Period (Previous Period: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

The Group did not have any other plans for material investment and capital assets as at 30 September 2023 (31 December 2022: Nil).

SIGNIFICANT INVESTMENTS HELD

As at 30 September 2023, the Group did not have any significant investment in equity interest in any other company and did not own any properties (31 December 2022: Nil).

SECURITIES INVESTMENTS

The Group did not have any securities investment in any investee company with a value of 5% or more of the total assets of the Group as at 30 September 2023, which is required to be disclosed under Rule 18.41(4A) of the GEM Listing Rules.

Management Discussion and Analysis

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Current Period.

GUARANTEE PERFORMANCE IN RELATION TO THE ACQUISITIONS

The Group did not enter into any acquisition, which is required to be disclosed under the GEM Listing Rules, that the party in contract required to commit or guarantee on the financial performance in any kinds for the Current Period.

Supplementary Information

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (“**Share Option Scheme**”), which was approved by written resolutions passed by its sole Shareholder on 29 September 2017 and became unconditional on 27 October 2017. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. As of the date of this report, there is only one share option scheme.

The purpose of the Share Option Scheme is to advance the interests of the Company and the shareholders by enabling the Company to grant options to attract, retain and reward the eligible persons, namely directors, employees, consultants, advisers, any provider of goods and/or services to the Group; any customer of the Group and any person, who at the sole discretion of the Board, has contributed to the Group, and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons’ contribution to further advance the interests of the Group.

Pursuant to the Share Option Scheme, the Company may grant options to eligible persons to subscribe shares of the Company until any inside information has been announced, if any.

An offer shall remain open for acceptance by the eligible person concerned for such period as determined by the Board, being a date not later than ten business days after the offer date by which the eligible person must accept the offer or be deemed to have declined it, provided that no such offer shall be open for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme. The amount payable by the grantee to our Company on acceptance of the offer shall be a nominal amount to be determined by the Board.

Supplementary Information

Unless the Company obtains a fresh approval from the shareholders pursuant to the conditions set out in the Share Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes shall not in aggregate exceed 10% of the total number of shares in issue as at the effective date of the Share Option Scheme. As at the date of this report, the number of issued Shares of the Company is 400,000,000 Shares and total number of shares issued or to be issued under the Share Option Scheme of the Company is 40,000,000 Shares which represented approximately 10% (2022: 10%) of the issued share capital of the Company, if all the options under the Share Option Scheme have been granted to and duly exercised by eligible persons.

The total number of shares issued and to be issued upon exercise of the options granted to each eligible person (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Where any further grant of options to an eligible person would result in excess of such limit shall be subject to the approval of the shareholders at general meeting with such eligible person and his close associates (or his associates if the eligible person is a connected person) abstaining from voting.

Where options are proposed to be granted to a substantial Shareholder or an independent non-executive Director or any of their respective associates, and the proposed grant of options will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the twelve-month period up to and including the date of such grant representing in aggregate over 0.1% of the issued share capital of our Company and having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such grant of options must be subject to the approval of the Shareholders at general meeting. The grantee involved in such proposed grant of options, his associates and all core connected persons of our Company must abstain from voting in such general meeting (except that any such persons may vote against the proposed grant provided that his intention to do so has been stated in the relevant circular to the Shareholders).

Supplementary Information

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption to 28 September 2027, after which period no further options will be granted or offered.

The share options are exercisable at any time during period of not more than 10 years from the date of grant, subject to the terms and conditions of the Share Option Scheme, or any conditions stipulated by the Board of Directors.

The exercise price of the share option will be not less than the highest of:

- (a) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the offer date;
- (b) the average closing price of a share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and
- (c) the nominal value of a share on the offer date.

As at 30 September 2023, there was no option outstanding, granted, cancelled, exercised or lapsed. The number of the share options available for grant under the mandate limit of the Share Option Scheme as at 1 January 2023 and 30 September 2023 were 40,000,000.

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "13. Share Option Scheme" in section headed "Statutory and General Information" in Appendix IV to the Prospectus of the Company.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the aforesaid Share Option Scheme, at no time during the nine months ended 30 September 2023 was the Company or any associated corporation a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Supplementary Information

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 30 September 2023, the interests or short positions of Directors and the 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 SFO) which were notified to the Company and the Stock Exchange pursuant to 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 were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(I) Long Position in the Ordinary Shares and Underlying Shares of the Company

(i) Interests in the Company

Interests in ordinary shares

Name of directors	Personal interests	Family interests	Corporate interests	Total interests in ordinary shares	Total interests in underlying shares	Aggregate interests	% of the Company's issued voting shares
Mr. Or Naam ^(Note)	-	-	300,000,000	300,000,000	-	300,000,000	75.00%
Ms. Chan Hoi Yan Polly ^(Note)	-	-	300,000,000	300,000,000	-	300,000,000	75.00%

Note: The 300,000,000 shares are beneficially held by Classic Charm Investments Limited, which is legally and beneficially owned as to 50.8% by Mr. Or Naam, as to 39.7% by Ms. Chu Siu Fong and 9.5% by Ms. Chan Hoi Yan Polly. As Mr. Or Naam, Ms. Chu Siu Fong and Ms. Chan Hoi Yan Polly are parties acting in concert, they are deemed to be interested in 300,000,000 Shares held by Classic Charm Investments Limited by virtue of the SFO.

Supplementary Information

Save as disclosed above, as at 30 September 2023, none of the directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by Directors as referred to in Rule 5.48 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDER'S INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2023, the following persons/entities (not being Directors or chief executive of our Company) have an interest or a short position in the Shares or the underlying Shares which were 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 of the Company required to be kept under section 336 of the SFO, were as follows:

Long position in the ordinary shares and underlying shares of the Company

Name of shareholders	Capacity	Number of shares held	% of the Company's issued voting shares
Classic Charm Investments Limited	Beneficial owner	300,000,000	75.00%
Ms. Chu Siu Fong ^(Note)	Interest in controlled corporation	300,000,000	75.00%

Note: The 300,000,000 shares are beneficially held by Classic Charm Investments Limited, which is legally and beneficially owned as to 50.8% by Mr. Or Naam, as to 39.7% by Ms. Chu Siu Fong and 9.5% by Ms. Chan Hoi Yan Polly. As Mr. Or Naam, Ms. Chu Siu Fong and Ms. Chan Hoi Yan Polly are parties acting in concert, they are deemed to be interested in 300,000,000 Shares held by Classic Charm Investments Limited by virtue of the SFO.

Supplementary Information

Save as disclosed above, as at 30 September 2023, the Company had not been notified by any persons (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTERESTS IN COMPETING BUSINESSES

Each of the Mr. Or Naam, Ms. Chan Hoi Yan Polly, Ms. Chu Siu Fong and Classic Charm (the “**Covenantor**”) entered into a deed of non-competition (the “**Deed of Non-competition**”) dated 29 September 2017 in favour of the Company, mainly to the effect that at any time the Covenantor individually or collectively with any other Covenantor(s) are interested, directly or indirectly, in 30% or more of the issued shares of the Company, any Covenantor and his/her/its close associates and any company directly or indirectly controlled by the Covenantor shall not, and shall procure their close associates not to carry on, engage in, invest or be interested or otherwise involved in any business that is similar to or in competition with or is likely to be in competition with any business carried on or contemplated to be carried on by any member of the Group from time to time or in which any member of our Group is engaged or has invested or is otherwise involved in or which any member of our Group has otherwise publicly announced its intention to enter into, engage in or invest in (whether as principal or agent and whether directly or through any body corporate, partnership, joint venture, or other contractual or other arrangement) in any territory that our Group carries on its business from time to time.

CONFLICT OF INTERESTS

Saved as disclosed above, during the nine months ended 30 September 2023, none of the directors, the substantial shareholders or the controlling shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

Supplementary Information

CODE ON CORPORATE GOVERNANCE PRACTISES

During the nine months ended 30 September 2023, the Board considers that the Company has complied with all the provisions of the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules, save for the following:

Code Provision C.1.6

Under Code Provision C.1.6 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings. Our independent non-executive directors, Mr. Tan Chong Huat (“**Mr. Tan**”) and Mr. Hui Ha Lam (“**Mr. Hui**”) had not attended the annual general meeting held on 12 May 2023 (“**2023 AGM**”). Mr. Hui had other important prior engagement at the same time; while Mr. Tan stationed and worked in Singapore, he did not attend the 2023 AGM.

Code Provision F.2.2

Under Code Provision F.2.2 of the CG Code, the chairman of the Board should attend the annual general meeting. Mr. Tan, the chairman of the Board, who stationed and worked in Singapore, did not attend the 2023 AGM.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the directors, its employees, and the directors and employees of its subsidiaries and holding companies, who may likely possess inside information on the Company or its securities, on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the nine months ended 30 September 2023.

Supplementary Information

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company has not redeemed any of its shares during the nine months ended 30 September 2023. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares for the nine months ended 30 September 2023.

AUDIT COMMITTEE

The Company established an audit committee on 29 September 2017 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and the CG Code as set out in Appendix 15 to the GEM Listing Rules. The revised terms of reference of the audit committee are available on the websites of the Company and the Stock Exchange.

As at the date of this report, the audit committee comprises three independent non-executive Directors, namely Mr. Sung Chi Keung (chairman), Mr. Tan Chong Huat and Mr. Hui Ha Lam. Its main responsibilities are to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting, risk management and internal control principles and procedures, and to make recommendations to the Board on the appointment and dismissal of the external auditor.

The audit committee has reviewed the accounting principles and practises adopted by the Group and has discussed with the management regarding the auditing and financial reporting matters. The audit committee has discussed and reviewed the unaudited third quarterly financial information and the third quarterly report for the nine months ended 30 September 2023.

Supplementary Information

CHANGES IN CONSTITUTIONAL DOCUMENT

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the websites of the Company and the Stock Exchange its Memorandum and Articles of Association. During the nine months ended 30 September 2023, the Company has amended its Memorandum and Articles of Association by way of a special resolution passed on 12 May 2023. Details of the amendments are set out in the circular dated 31 March 2023 to the Shareholders.

SIGNIFICANT EVENT AFTER THE BALANCE SHEET DATE

Up to the date of this report and save as disclosed above there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the nine months ended 30 September 2023.