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WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED 皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

The board of directors (the "**Board**") of Wonderful Sky Financial Group Holdings Limited (the "**Company**") presents the unaudited interim results of the Company and its subsidiaries (the "**Group**") for the six months ended 30 September 2021 together with comparative figures for corresponding period in 2020 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

For the six months ended 30 September

			11001
		2021	2020
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	3	188,925	179,386
Direct costs		(88,231) _	(95,558)
Gross profit		100,694	83,828
Other income		45,144	52,286
Selling expenses		(12,677)	(12,584)
Administrative expenses		(49,811)	(59,697)
Other losses and gains		(11,238)	5,537
Impairment loss recognised on financial assets			
- Trade receivables, net		(10,220)	_
 Debt instruments at fair value through other comprehensive income 			
("FVTOCI")		(22,176)	_
Share of results of associates		(991)	(841)
Finance costs		(284)	(2,320)
Profit before taxation	4	38,441	66,209
Taxation	5	(9,106)	(10,871)
Profit for the period		29,335	55,338

For the six months ended 30 September

2021	2020
(Unaudited) (U	naudited)
	HK\$'000
Notes III 000	ΠΚΦ 000
Other comprehensive income/(loss)	
Item that will not be reclassified to profit	
or loss:	
Net gain/(loss) on change in fair value	
	(2.616)
•	(2,616)
Items that may be reclassified	
subsequently to profit or loss:	
Net (loss)/gain on change in fair value	
of debt instruments at FVTOCI (125,628)	72,593
Impairment loss recognised on debt	
instruments at FVTOCI 22,176	_
Exchange difference arising on	
translating foreign operation (2,399)	(4,337)
Other comprehensive income for the	
Other comprehensive income for the	65.640
period (102,949)	65,640
Total comprehensive income for the	
period (73,614)	120,978
Earnings per share – Basic HK2.5 cents HK	4.8 cents
8 1	4.8 cents
Earnings per share – Dhuteu / HR2.3 cents HR	Cents

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2021

	NT /	As at 30 September 2021 (Unaudited)	As at 31 March 2021 (Audited)
	Notes	HK\$'000	HK\$'000
Non-current assets			
Property, plant and equipment		692,834	664,333
Right-of-use assets		288	1,894
Investment property		26,261	27,668
Intangible assets		5,000	5,000
Interests in associates		4,997	7,431
Equity instruments at FVTOCI		4,131	22,661
Financial assets at fair value through			
profit or loss ("FVTPL")		49,297	130,870
Debt instruments at FVTOCI		292,674	612,877
Club debenture	8	12,200	12,200
Deferred tax asset		466	466
Deposits for acquisition of property,			
plant and equipment			27,502
		1,088,148	1,512,902
Current assets			
Contract assets		445	445
Trade and other receivables	9	115,866	91,517
Amounts due from related parties		_	745
Financial assets at FVTPL		141,292	36,600
Debt instruments at FVTOCI		226,991	210,227
Pledged bank deposit		500	500
Bank balances and cash		160,247	151,738
		645,341	491,772

	Notes	As at 30 September 2021 (Unaudited) <i>HK\$'000</i>	As at 31 March 2021 (Audited) <i>HK\$'000</i>
Current liabilities			
Trade and other payables	10	136,588	165,807
Contract liabilities		9,252	23,931
Taxation payable		14,484	12,153
Bank borrowings		_	155,286
Lease liabilities			1,071
		160,324	358,248
Net current assets		485,017	133,524
Total assets less current liabilities		1,573,165	1,646,426
Non-current liability			
Deferred tax liability		2,787	2,787
Net assets		1,570,378	1,643,639
Capital and reserves			
Share capital		11,515	11,515
Reserves		1,558,863	1,632,124
Total equity		1,570,378	1,643,639
		_,	-,0.0,000

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 12 January 2011 under the Companies Law of the Cayman Islands Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Sapphire Star Investments Limited, a company with limited liability incorporated in the British Virgin Islands ("BVI") and the ultimate controlling party is Mr. Liu Tianni.

The principal activities of the Company are investment holding and securities investment. The principal activities of its principal subsidiaries and principal associate are provision of financial public relations services and organisation and coordination of international roadshows.

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and amendments to HKFRSs that are mandatorily effective for the current year

The Company and its subsidiaries (collectively referred to as the "Group") have applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current interim period:

Amendments to HKAS 39, Interest Rate Benchmark Reform – Phase 2 HKFRSs 4, 7, 9 and 16

The adoption of the new/revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the Period and prior years.

The Group has not early applied the new and amendments to HKFRSs that have been issued but are not yet effective.

3. REVENUE AND SEGMENT INFORMATION

The Group has two operating segments, namely, the financial public relations service segment and the international roadshow service segment. These operating segments have been identified on the basis of internal management reports that are regularly reviewed by the Chief Executive Officer of the Company who is the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance. No operating segments have been aggregated in arriving at the reportable segments of the Group.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

For the six months ended 30 September 2021 (Unaudited)

	Provision of financial public relations services HK\$'000 (Unaudited)	Organisation and coordination of international roadshows <i>HK\$'000</i> (Unaudited)	Consolidated HK\$'000 (Unaudited)
Revenue	187,463	1,462	188,925
Segment profit	57,602	2,140	59,742
Unallocated corporate income Impairment loss recognised on debt instruments			44,084
at FVTOCI			(22,176)
Staff costs (including retirement benefit scheme contributions)			(10,812)
Share of results of associates			(991)
Other unallocated corporate expenses			(31,122)
Finance costs		-	(284)
Profit before taxation			38,441

For the six months ended 30 September 2020 (Unaudited)

	Provision of financial public relations services <i>HK\$'000</i> (Unaudited)	Organisation and coordination of international roadshows <i>HK\$'000</i> (Unaudited)	Consolidated HK\$'000 (Unaudited)
Revenue	177,116	2,270	179,386
Segment profit/(loss)	65,885	(2,586)	63,299
Unallocated corporate income Staff costs (including retirement benefit			45,269
scheme contributions)			(11,062)
Share of results of associates			(841)
Other unallocated corporate expenses			(28,136)
Finance costs			(2,320)
Profit before taxation			66,209

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit (loss) represents the profit earned (loss incurred) by each segment without allocation of other income, other gains and losses, central administration costs, directors' salaries, operating lease rentals, share of results of associates, impairment loss recognised on debt instruments and finance costs. This is the measure reported to the chief executive for the purposes of resource allocation and performance assessment.

4. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

	For the six months ended 30 September	
	2021	2020
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Directors' and chief executive's remuneration	2,869	2,554
Other staff costs Retirement benefit scheme contributions	29,670	29,908
for other staff	1,636	2,110
-	34,175	34,572
Auditor's remuneration	350	257
Depreciation of property, plant and equipment	18,052	12,558
Deprecation of right-of-use assets	1,611	686
Deprecation of investment property	293	308
and after crediting:		
Interest income from bank deposits	72	414
Investment income from		
 financial assets at FVTPL (included in 		
other income)	3,630	_
 debt instruments at FVTOCI (included in 		
other income)	40,787	40,344

5. TAXATION

For the six months ended 30 September

2021 2020 (Unaudited) (Unaudited) *HK\$'000 HK\$'000*

10,871

9,106

Hong Kong Profits Tax

– Current tax

Hong Kong profits tax is calculated at 16.5% (2020: 16.5%) on the estimated assessable profits for both periods.

6. DIVIDENDS

The Board does not recommend the payment of interim dividends for the six months ended 30 September 2021 (2020: nil).

7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	For the six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings Profit for the period attributable to owners of the Company for the purposes of basic and		
diluted earnings per share	29,335	55,338

For the six months ended 30 September

2021	2020
(Unaudited)	(Unaudited)

Number of shares

Weighted average number of ordinary shares in issue during the period used in the basic and diluted earnings per share

1,151,454,000 1,151,454,000

8. CLUB DEBENTURE

Club debenture is measured at cost less any impairment.

9. TRADE RECEIVABLES

Trade receivables, net of allowance	107,041	87,065
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
	2021	2021
	30 September	31 March
	As at	As at

The Group generally grants a credit period of 30 days to its customers.

The following is an aging analysis of trade receivables net of allowance for credit losses presented based on the invoice dates at the end of the reporting period, which approximated the respective revenue recognition dates:

	As at 30 September 2021 (Unaudited) <i>HK\$'000</i>	As at 31 March 2021 (Audited) <i>HK\$'000</i>
Within 30 days 31 to 90 days 91 days to 1 year Over 1 year	19,431 41,211 46,399	12,989 20,196 51,078 2,802
	107,041	87,065

10. TRADE PAYABLES

The following is an aging analysis of trade payables based on the invoice dates at the end of the reporting period:

	As at 30 September 2021 (Unaudited) <i>HK\$'000</i>	As at 31 March 2021 (Audited) <i>HK\$'000</i>
Within 30 days 31 to 60 days 61 to 90 days 91 days to 1 year Over 1 year	5,827 9,224 10,444 27,848 37,382	23,001 1,757 6,042 44,919 14,998
	90,725	90,717

The average credit period on purchase from suppliers is from 30 to 60 days.

BUSINESS REVIEW

The Group's profit decreased from approximately HK\$55.3 million for the six months ended 30 September 2020 to approximately HK\$29.3 million for the six months ended 30 September 2021, representing a decrease of approximately 47.0%. The Group's revenue increased from approximately HK\$179.4 million for the six months ended 30 September 2020 to approximately HK\$188.9 million for the six months ended 30 September 2021, representing an increase of approximately 5.3%.

The Group's business consists of two major business segments, namely, the financial public relations service segment and the international roadshow service segment.

Financial public relation service segment

Our financial public relation services include (i) public relations services; (ii) investor relations services; (iii) financial printing services and (iv) capital markets branding. During the six months ended 30 September 2021, this business segment delivered a turnover of approximately HK\$187.5 million (Six months ended 30 September 2020: HK\$177.1 million), representing an increase of approximately 5.8%. The profit of this business segment for the six months ended 30 September 2021 was approximately HK\$57.6 million (Six months ended 30 September 2020: HK\$65.9 million),

representing a decrease of approximately 12.6%. The decrease in profit of this business segment was attributed to the effect of the continuation of the epidemic, leading to the prolonged suspension of normal activities.

International roadshow service segment

Our international roadshow services include coordination, organisation and management of the overall logistics of roadshows for our clients. While we handle this for our clients, they would be able to focus on the presentation aspect of the roadshows. The revenue of this segment decreased by approximately 35.6%, to approximately HK\$1.5 million (Six months ended 30 September 2020: HK\$2.3 million) for the six months ended 30 September 2021, which was attributed to the continuation of the outbreak of epidemic, leading to the prolonged suspension of international roadshow. The segment profit during the six months ended 30 September 2021 of HK\$2.1 million (six months ended 30 September 2020: loss of HK\$2.6 million) primarily represented reversal of expected credit loss recognised in previous financial period.

Aside from the profit generated from the two business segments, the Group also generated interest income of HK\$44.1 million (Six months ended 30 September 2020: HK\$40.3 million) from its bond securities for the six months ended 30 September 2021. The bond securities comprise bonds listed on The Stock Exchange of Hong Kong Limited ("HKEx") and Singapore Exchange Securities Trading Limited ("SGX"). The Group takes a prudent approach on its investments and reviews their performance regularly. Details of the Group's significant investments which exceeded 5% of total assets of the Group as at 30 September 2021 are as follows:

				Size of fair value relative to the total asset of the Group as at 30
Bond issuer name	Investee's principle activities	Coupon Rate	Market value HK\$	September 2021
Silver Grant International Holdings Group Limited	Investment holding	11.50%	111,206,000	6.42%

Notes: This total assets figure used as the denominator to calculate the relative size of each financial instruments on the Group's total asset as at 30 September, represents the total assets of the Group as at 30 September 2021 of approximately HK\$1,733 million.

FINANCIAL REVIEW

Liquidity and financial resources

The Group generally finances its operations with internally generated cash flow and banking facilities provided by banks in Hong Kong. The Group is financially sound and its cash position remains healthy. The Group's bank balances and cash as of 30 September 2021 amounted to approximately HK\$161.0 million. Aside from placing deposits with commercial banks, the Group also purchased principal-guaranteed, short-term and low risk unlisted financial products so as to ensure the security and value of the capital.

The Group's gearing ratio as at 30 September 2021 was 0% (31 March 2021: 0.2%), based on the short-term bank loans of the Group (30 September 2021: nil; 31 March 2021: HK\$155.3 million) (net of bank balances and cash) and the equity attributable to owners of the Company.

Exchange rate exposure

Most of the transactions, assets and liabilities of the Group were made in Hong Kong dollars, Renminbi and US dollars. As of 30 September 2021, the Group was not exposed to any material exchange risk as the exchange rates of Hong Kong dollars and US dollars were relatively stable under the currency peg system. The Group did not have any hedging policy on Renminbi but its management monitors such exposure closely and will consider hedging such exposures should the need arise.

Pledge of assets

As at 30 September 2021, leasehold land and building amounted to approximately HK\$581.2 million (31 March 2021: HK\$592.1 million), investment property amounted to approximately HK\$26.3 million (31 March 2021: HK\$27.7 million) and bank deposit amounted to approximately HK\$0.5 million (31 March 2021: HK\$0.5 million) were pledged as securities for banking revolving facilities.

CONTINGENT LIABILITIES

As at 30 September 2021, the Group had no contingent liabilities.

2021 Outlook

Global economic growth and recovery are still being dominated by the development of the COVID-19 pandemic, leading to repeated performance of the global capital market in the first three quarters of 2021. In the context of rising upstream costs and increasing policy uncertainty, China's economic growth is slowing.

Nevertheless, the continuous rise of the proportion of new economy in the Hong Kong stock market will continue to increase its long-term attractiveness to southbound and overseas investors. Although the number of IPOs in the Hong Kong market in the year to date has hit the lowest level since 2012, 81% of the IPO proceeds have flown to the new economy sector. In addition, the continuous efforts of the HKEx in the reform of the listing system (the introduction of the SPAC mechanism) and connect scheme (MSCI China A50 Futures, Cross-boundary Wealth Management Connect, etc.) will also continue to enhance the vitality of the Hong Kong stock market in the medium to long term and create a better environment for more local and domestic enterprises to list in Hong Kong.

With the continuation of COVID-19 pandemic, it is expected that in the short to medium term, global economic activity will still weaken. Coupled with the intensified Sino-US tensions and increasing geopolitical risks, this will bring more challenges to the economic recovery.

Regarding the investment business of the Company, the real estate industry in China was subject to unprecedented scrutiny during the year due to tightening regulation. Certain real estate companies have difficulties in refinancing, and companies such as Evergrande and Fantasia have even defaulted on debt. Under the prevailing negative sentiment in the market, international credit rating agencies downgraded the debt ratings of some real estate companies, resulting in a significant fluctuations in the US dollar bond prices of the Chinese-owned housing enterprises which was relatively stable in the past, affecting the unrealized profit and loss of the investment portfolio of the Company. The Company has reassessed and adjusted its investment strategy according to market changes, and will carefully identify suitable investment opportunities in the market with a more healthy and prudent investment attitude, and ensure the safety of funds while maximizing the effectiveness of funds as so to bring returns to the shareholders.

The Group continues to enjoy an absolute leading market share in the Hong Kong IPO market with its strong expertise and efficient services capabilities. Looking forward to strengthening controls on the spread of the COVID-19 epidemic and restoring economic growth.

USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING AND TOP-UP PLACEMENT

As at 30 September 2021, details of use of proceeds from initial public offering are as follows:

Net proceeds allocation	Intended use of the proceeds	The amount of remaining net proceeds as at 30 September 2021 for the intended use	Total proceeds used as at 30 September 2021	Expected time of utilisation (Note 1)	Change in intention
Approximately HK\$124.9 million	For strategic mergers with and acquisitions of companies with experience in the public relations business, investor relations business, financial printing business or international roadshow business.	Approximately HK\$105.1 million	HK\$19.8 million	30 April 2022	No
Approximately HK\$124.9 million	For financing the possible acquisition or setting up of a joint venture with a public relations firm in the PRC	Approximately HK\$105.0 million	HK\$19.9 million	30 April 2022	No
Approximately HK\$65.0 million	For the establishment of an additional office in Hong Kong, the recruitment of additional staff members and other general corporate purposes.	Approximately HK\$6.1 million	HK\$58.9 million	31 December 2021	No

Note:

1. The expected time frame for fully applying the unutilised proceeds is based on the best estimation of the future market conditions and strategic development made by the Company, which may be subject to changes and adjustments based on the future development of market conditions.

As at 30 September 2021, details of use of proceeds from the top-up placement are as follows:

Net proceeds allocation	Intended use of the proceeds	The amount of remaining net proceeds as at 30 September 2021 for the intended use	Total proceeds used as at 30 September 2021	Expected time of utilisation	Change in intention
Approximately HK\$423.0 million	For developing a mobile internet professional service platform, the "Wonderful Sky Cloud", which provides online to offline ("020") financial services to our customers and the public investment community	Approximately HK\$387.4 million	HK\$35.6 million	31 January 2022	No

Note:

1. The expected time frame for fully applying the unutilised proceeds is based on the best estimation of the future market conditions and strategic development made by the Company, which may be subject to changes and adjustments based on the future development of market conditions.

EMPLOYMENT AND REMUNERATION POLICIES

As at 30 September 2021, the Group had 143 full-time employees. Total staff costs (including Directors' emoluments) were approximately HK\$34.2 million for the six months period ended 30 September 2021. Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are normally reviewed on an annual basis and bonuses paid, if any, will be based on performance appraisals and other relevant factors. Staff benefits plans maintained by the Group include mandatory provident fund scheme, share option scheme and medical insurance.

CORPORATE GOVERNANCE

Save and except for following deviation, the Directors consider that the Company has complied with the applicable code provisions of the Corporate Governance Code (the "CG Code"), as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 September 2021.

Code provision A.2.1

Under code provision A.2.1, the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The roles of both Chairman and Chief Executive Officer are performed by Mr. Liu Tianni currently. Mr. Liu is a founder of the Group and has over 20 years of experience in the financial investment sector as well as the financial public relation sector. The Board believes that vesting the two roles in the same person provides the Company with strong and consistent leadership and facilitates the implementation and execution of the Group's business strategies currently and in the foreseeable future. The Group will nevertheless review the structure from time to time in light of the prevailing circumstances.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on the same terms as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, they have confirmed compliance with the required standard set out in the Model Code during the six months ended 30 September 2021.

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

During the six months ended 30 September 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

AUDIT COMMITTEE

The Group has established an Audit Committee with written terms of reference in accordance with the Listing Rules. The Audit Committee comprises 3 members, who are independent non-executive Directors, namely Ms. Lee Wing Sze, Rosa, Ms. Li Ling Xiu and Ms. Lam Yim Kei, Sally. This Committee is chaired by Ms. Lee Wing Sze, Rosa.

The Audit Committee has reviewed with the management of the Company about the accounting principles and practices adopted by the Group and discussed the internal controls and financial reporting matters including a review of the unaudited condensed financial statements of the Group for the six months ended 30 September 2021.

PUBLICATION OF RESULTS ANNOUNCEMENT AND INTERIM REPORT

The interim results announcement is published on the websites of the Company and the HKEx. The interim report will be despatched to shareholders of the Company and made available on the same websites in due course.

APPRECIATION

On behalf of the Board, I would like to express its sincere gratitude to all our staff for their dedication and contribution, as well as to all our customers, suppliers, business associates and shareholders for their continuous support to the Group over the period.

By order of the Board

Wonderful Sky Financial Group Holdings Limited

Liu Tianni

Chairman

Hong Kong, 30 November 2021

As at the date of this announcement, the executive directors of the Company are Mr. Liu Tianni and Ms. Liu Lin; the independent non-executive directors of the Company are Ms. Li Ling Xiu, Ms. Lam Yim Kei, Sally and Ms. Lee Wing Sze, Rosa.

The English text of this announcement shall prevail over its Chinese text in case of inconsistency.