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Great Wall Terroir
長城天下

Great Wall Terroir Holdings Limited
長城天下控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 524)

AUDITED FINAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2021

HIGHLIGHTS FOR THE YEAR

- The Group's revenue for the year ended 31 December 2021 amounted to approximately HK\$103.5 million, representing an increase of approximately 43.0% from approximately HK\$72.4 million for the year ended 31 December 2020.
- The loss attributable to owners of the Company for the year ended 31 December 2021 amounted to approximately HK\$22.0 million, compared to profit of approximately HK\$16.9 million for the year ended 31 December 2020.
- The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Great Wall Terroir Holdings Limited (the “**Company**”) herein announces the audited consolidated financial results of the Company and its subsidiaries (collectively, the “**Group**”) for the year end 31 December 2021 (the “**Year**”), together with comparative figures for the year ended 31 December 2020 (“**Last Year**”), as set out below.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2021

	<i>Notes</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Revenue	<i>3</i>		
– Contracts with customers		103,177	72,376
– Leases		336	–
Total revenue		103,513	72,376
Cost of services		(98,668)	(66,623)
Gross profit		4,845	5,753
Other income, gains and losses	<i>4</i>	14,463	41,682
		19,308	47,435
Selling and distribution expenses		(501)	(944)
Operation and administrative expenses		(31,211)	(25,169)
(Loss) profit from operations		(12,404)	21,322
Reversal of (loss) allowances on			
– Trade receivables		274	(515)
– Other receivables		(276)	(3,282)
Write-off of trade receivables		(981)	–
Write-off of other receivables		(571)	–
Write-off of financial assets at fair value through profit or loss (“ FVTPL ”)		(425)	–
Net unrealised loss on financial assets at FVTPL		(308)	(552)
Loss on disposal of a subsidiary	<i>11</i>	(5,962)	–
Finance costs	<i>5(a)</i>	(1,263)	(192)
(Loss) profit before taxation	<i>5</i>	(21,916)	16,781
Income tax (expense) credit	<i>6</i>	(57)	103
(Loss) profit for the year		(21,973)	16,884

CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

For the year ended 31 December 2021

	<i>Note</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
(Loss) profit for the year attributable to:			
Owners of the Company		(21,973)	16,851
Non-controlling interests		<u>—</u>	<u>33</u>
(Loss) profit for the year		<u>(21,973)</u>	<u>16,884</u>
		<i>HK cents</i>	<i>HK cents</i> (restated)
(Loss) earnings per share			
Basic and diluted	7	<u>(1.8)</u>	<u>1.6</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2021

	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
(Loss) profit for the year	<u>(21,973)</u>	<u>16,884</u>
Other comprehensive income (expense) for the year		
<i>Items that will not be subsequently reclassified to profit or loss:</i>		
Designated fair value through other comprehensive income (“FVTOCI”) – net movement in investment revaluation reserves	808	(261)
<i>Items that are or may be subsequently reclassified to profit or loss:</i>		
Exchange differences on translation of foreign subsidiaries	473	2,975
Release of exchange reserves upon disposal of a subsidiary	<u>2,753</u>	<u>–</u>
Other comprehensive income for the year	<u>4,034</u>	<u>2,714</u>
Total comprehensive (expense) income for the year	<u><u>(17,939)</u></u>	<u><u>19,598</u></u>
Total comprehensive (expense) income for the year attributable to:		
Owners of the Company	(17,801)	19,731
Non-controlling interests	<u>(138)</u>	<u>(133)</u>
Total comprehensive (expense) income for the year	<u><u>(17,939)</u></u>	<u><u>19,598</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2021

	<i>Notes</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		65	154
Right-of-use assets		–	–
Investment properties		53,000	–
Intangible assets		–	–
Interest in associates		–	–
Designated FVTOCI		2,064	2,123
Other receivables	8	435	–
		55,564	2,277
Current assets			
Trade and other receivables	8	8,287	12,343
Contract costs		31	–
Tax recoverable		58	55
Financial assets at FVTPL		163	896
Pledged bank deposits		669	755
Bank balances and cash		30,663	33,238
		39,871	47,287
Assets classified as disposal group held for sale		–	59,188
		39,871	106,475
Current liabilities			
Trade and other payables	9	27,421	85,443
Tax payables		83	–
Lease liabilities		793	932
		28,297	86,375
Liabilities classified as disposal group held for sale		–	166
		28,297	86,541
Net current assets		11,574	19,934
Total assets less current liabilities		67,138	22,211

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2021

	<i>Notes</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Non-current liabilities			
Deferred tax liabilities		195	–
Lease liabilities		–	714
Other payables	<i>9</i>	395	–
		<u>590</u>	<u>714</u>
Net assets		<u>66,548</u>	<u>21,497</u>
Capital and reserve			
Share capital	<i>12</i>	15,755	10,503
Reserves		54,180	14,243
		<u>69,935</u>	<u>24,746</u>
Equity attributable to owners of the Company		69,935	24,746
Non-controlling interests		<u>(3,387)</u>	<u>(3,249)</u>
Total equity		<u>66,548</u>	<u>21,497</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS(s)**”), which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKAS(s)**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the applicable disclosure requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The measurement basis used in the preparation of these consolidated financial statement is historical cost, except for financial assets at FVTPL and designated FVTOCI, which were measured at fair value.

2. APPLICATION OF AMENDMENTS TO HKFRSs

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
Amendment to HKFRS 16	Covid 19-Related Rent Concessions

The amendments to HKFRSs in the current year had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF AMENDMENTS TO HKFRSs (Continued)

New and amendment to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conception Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ²

¹ Effective for annual periods beginning on or after 1 April 2021.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after 1 January 2023.

⁴ Effective for annual periods beginning on or after a date to be determined.

The Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. REVENUE AND SEGMENT INFORMATION

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Revenue from contracts with customers		
Telecommunication services income	102,096	72,376
IT and distribution services income	<u>1,081</u>	<u>–</u>
	103,177	72,376
Revenue from leases		
Lease payments that are fixed under operating lease	<u>336</u>	<u>–</u>
	<u>103,513</u>	<u>72,376</u>

The revenue from contracts with customers within HKFRS 15 is disaggregated as follows:

	Telecommunication services		IT and distribution services		Total	
	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
<i>Timing of revenue recognition:</i>						
– at a point in time	92,827	61,807	705	–	93,532	61,807
– over time	<u>9,269</u>	<u>10,569</u>	<u>376</u>	<u>–</u>	<u>9,645</u>	<u>10,569</u>
	<u>102,096</u>	<u>72,376</u>	<u>1,081</u>	<u>–</u>	<u>103,177</u>	<u>72,376</u>

The Group's management, who are the chief operating decision makers, determine the operating segments for the purposes of resource allocation and performance assessment. The business segments of the Group comprise telecommunication services, IT and distribution services and property investment.

Segment results represent the results before taxation earned by each segment without allocation of central operating and administrative expenses. All assets are allocated to reportable segments other than unallocated assets which are mainly designated FVTOCI and financial assets at FVTPL. All liabilities are allocated to reportable segments other than corporate liabilities.

3. REVENUE AND SEGMENT INFORMATION (Continued)

(a) By business segments

Segment results

	Telecommunication services		IT and distribution services		Property investment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue								
External sales	<u>102,096</u>	<u>72,376</u>	<u>1,081</u>	<u>–</u>	<u>336</u>	<u>–</u>	<u>103,513</u>	<u>72,376</u>
Results								
Segment results	<u>(3,189)</u>	<u>(1,086)</u>	<u>312</u>	<u>225</u>	<u>1,425</u>	<u>–</u>	<u>(1,452)</u>	<u>(861)</u>
Finance costs	<u>–</u>	<u>(3)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(3)</u>
	<u>(3,189)</u>	<u>(1,089)</u>	<u>312</u>	<u>225</u>	<u>1,425</u>	<u>–</u>	<u>(1,452)</u>	<u>(864)</u>
Unallocated other operating income and expenses							<u>(20,464)</u>	<u>17,645</u>
(Loss) profit before taxation							<u>(21,916)</u>	<u>16,781</u>

3. REVENUE AND SEGMENT INFORMATION (Continued)

(a) By business segments (Continued)

Segment assets and liabilities

	Telecommunication services		IT and distribution services		Property investment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Assets								
Segment assets	<u>14,064</u>	<u>15,943</u>	<u>1,236</u>	<u>484</u>	<u>53,482</u>	<u>-</u>	<u>68,782</u>	<u>16,427</u>
Assets classified as disposal group held for sale							-	59,188
Unallocated assets							<u>26,653</u>	<u>33,137</u>
Consolidated total assets							<u>95,435</u>	<u>108,752</u>
Liabilities								
Segment liabilities	<u>(10,765)</u>	<u>(12,862)</u>	<u>(1,483)</u>	<u>(1,033)</u>	<u>(673)</u>	<u>-</u>	<u>(12,921)</u>	<u>(13,895)</u>
Liabilities classified as disposal group held for sale							-	(166)
Unallocated liabilities							<u>(15,966)</u>	<u>(73,194)</u>
Consolidated total liabilities							<u>(28,887)</u>	<u>(87,255)</u>

3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) By geographical information

The Group's operations are principally located in Hong Kong and Singapore. The following table provides an analysis of the Group's revenue from external customers by geographical region in which the operations are located:

	Telecommunication services		IT and distribution services		Property investment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<i>Geographical region:</i>								
– Hong Kong	23,400	23,023	1,081	–	336	–	24,817	23,023
– Singapore	78,696	49,353	–	–	–	–	78,696	49,353
	<u>102,096</u>	<u>72,376</u>	<u>1,081</u>	<u>–</u>	<u>336</u>	<u>–</u>	<u>103,513</u>	<u>72,376</u>

The following is an analysis of the carrying amounts of non-current assets (excluding financial instruments) by geographical area in which the assets are located:

	2021	2020
	HK\$'000	HK\$'000
Hong Kong	<u>53,500</u>	<u>154</u>

(c) Information about major customers

Revenue from external customers contributing 10% or more of the revenue from the telecommunication services segment is as follows.

	2021	2020
	HK\$'000	HK\$'000
Customer A	11,208	20,143
Customer B	20,865	–
Customer C	–	8,266
Customer D	20,988	8,122
Customer E ¹	11,017	N/A
Customer F ¹	<u>11,003</u>	<u>N/A</u>

¹ The corresponding revenue did not contribute over 10% of revenue from the telecommunication services segments for the year ended 31 December 2020.

4. OTHER INCOME, GAINS AND LOSSES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Compensation entitled	–	37,172
Forfeited deposits	–	2,825
Government subsidy	109	1,317
Impairment losses on property, plant and equipment	(127)	(86)
Impairment losses on right-of-use assets	–	(1,632)
Interest income from bank	2	18
(Loss) gain on disposal of property, plant and equipment	(3)	12
Sundry income	900	1,042
Write back of trade payables	78	–
Write back of other payables (<i>Note</i>)	12,393	1,014
Fair value gain on investment properties	1,111	–
	<u>14,463</u>	<u>41,682</u>

Note:

During the year ended 31 December 2021, the amount of approximately HK\$12,393,000 was derived from the reversal of an amount due to a former Director, Mr. Yeung Chun Wai Anthony (“**Mr. Yeung**”), which amount represented the remaining balance of consideration payable by the Company for the purchase of 8,500,000 ordinary shares of SingAsia Holdings Limited (stock code: 8293) (the “**SingAsia Shares**”), the shares of which are listed on the Stock Exchange.

5. (LOSS) PROFIT BEFORE TAXATION

(Loss) profit before taxation is stated after charging the following:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
(a) Finance costs		
Interest expenses on lease liabilities	29	35
Interest expenses on loan from a Director	888	157
Interest expenses on other borrowings	<u>346</u>	<u>–</u>
	<u>1,263</u>	<u>192</u>
(b) Other items		
Employee salaries and other benefits (including Directors' emoluments)	16,026	13,717
Retirement benefit scheme contributions	<u>562</u>	<u>652</u>
Total staff costs	16,588	14,369
Auditor's remuneration	1,124	1,323
Cost of services	98,668	66,623
Depreciation of:		
– property, plant and equipment	31	190
– right-of-use assets	–	176
Lease expenses on short-term leases	831	750
Exchange (gain) loss, net	<u>(7)</u>	<u>150</u>

6. TAXATION

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for the year ended 31 December 2021. No provision for Hong Kong Profits Tax as the subsidiaries of the Group in Hong Kong has accumulated sufficient tax losses to be brought forward to set off against the assessable profits and had no estimated assessable profits for the year ended 31 December 2020.

Overseas (including the People's Republic of China (the "PRC") and Singapore) taxation represents income tax provisions in respect of certain subsidiaries, calculated at the tax rates prevailing in the countries in which the subsidiaries operate.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Current tax:		
Hong Kong Profits Tax		
Current year	(49)	–
Overseas income taxes		
Over provision in last year	–	103
	(49)	103
Deferred tax:		
Current year	(8)	–
Total income tax (expense) credit	<u>(57)</u>	<u>103</u>

7. (LOSS) EARNINGS PER SHARE

The calculation of the (loss) earnings per share for the Year is based on the loss attributable to owners of the Company of approximately HK\$21,973,000 (2020: profit attributable to owners of the Company of approximately HK\$16,851,000) and the weighted average number of shares of approximately 1,227,828,000 (2020: approximately 1,086,695,000) ordinary shares in issue during the Year.

The weighted average number of ordinary shares for the purpose of basic (loss) earnings per share has been adjusted for rights issue on the basis of one (1) rights share for every four (4) shares held on the record date of 31 May 2021 and completed on 25 June 2021 (the "May Rights Issue"); and on the basis of one (1) rights share for every five (5) shares held on the record date of 10 November 2021 and completed on 6 December 2021 (the "November Rights Issue"). Comparative figures for the weighted average number of ordinary shares for the year ended 31 December 2020 have been adjusted retrospectively.

The Group has no dilutive potential ordinary shares in issue during the current and last year and, therefore, the diluted (loss) earnings per share is the same as basic (loss) earnings per share for the both years presented.

8. TRADE AND OTHER RECEIVABLES

	2021	2020
<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	12,617	19,770
Loss allowances on trade receivables	<u>(9,123)</u>	<u>(9,229)</u>
<i>(a)</i>	<u>3,494</u>	<u>10,541</u>
Other receivables		
Deposits	1,293	770
Prepayments	1,694	661
Other debtors	17,935	20,524
Due from associate	–	2,657
Deferred lease receivables	336	–
Loan receivable from a non-controlling interest of a subsidiary	<u>13,157</u>	<u>12,622</u>
	34,415	37,234
Loss allowances on other receivables	<u>(29,187)</u>	<u>(35,432)</u>
	<u>5,228</u>	<u>1,802</u>
Total trade and other receivables	<u>8,722</u>	<u>12,343</u>
Analysed for reporting purpose as:		
Current assets	8,287	12,343
Non-current assets	<u>435</u>	<u>–</u>
	<u>8,722</u>	<u>12,343</u>

8. TRADE AND OTHER RECEIVABLES (Continued)

Note:

- (a) The Group's credit terms on sales mainly ranged from 30 to 90 days. Trade receivables (net of loss allowances) with the following ageing analysis by invoice date:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Less than 1 month	1,452	8,963
1 to 3 months	757	409
More than 3 months but less than 12 months	683	312
More than 12 months	602	857
	<u>3,494</u>	<u>10,541</u>

9. TRADE AND OTHER PAYABLES

	<i>Note</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Trade payables	<i>(a)</i>	<u>8,327</u>	<u>7,277</u>
Other payables			
Accrued charges and other creditors		11,870	20,364
Contract liabilities		1,414	1,134
Due to former Directors		–	12,833
Deposit received		495	100
Deposit received for disposal of a subsidiary		–	28,025
Loans from Directors		–	15,710
Loans from former Directors		5,710	–
		<u>19,489</u>	<u>78,166</u>
Total trade and other payables		<u>27,816</u>	<u>85,443</u>
Analysed for reporting purpose as:			
Current liabilities		27,421	85,443
Non-current liabilities		395	–
		<u>27,816</u>	<u>85,443</u>

9. TRADE AND OTHER PAYABLES (Continued)

Note:

(a) Ageing analysis of trade payables by invoice date is summarised as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Less than 1 month	4,344	4,158
1 to 3 months	745	1,066
More than 3 months but less than 12 months	1,229	692
More than 12 months	2,009	1,361
	<u>8,327</u>	<u>7,277</u>

10. ACQUISITION OF A SUBSIDIARY

On 3 September 2021, the Group acquired the entire equity interest in Palico Development Limited and the sale loan for an aggregate consideration, subject to adjustments (the “**Palico Acquisition**”), which was payable in cash at a total cash consideration of HK\$51,750,000. Palico Development Limited owned industrial properties located at Watson Road, Hong Kong. Such industrial properties were acquired for investment purposes. The Palico Acquisition is considered as an acquisition of an asset since the acquiree does not meet the definition of a business under HKFRS 3.

Fair value of assets and liabilities acquired at the date of the Palico Acquisition was as follows:

	<i>HK\$'000</i>
Investment properties	51,889
Property, plant and equipment	48
Deferred tax liabilities	(187)
Shareholder's loan	<u>(35,948)</u>
	15,802
Add: assignment of shareholder's loan	<u>35,948</u>
Total consideration	<u>51,750</u>

Cash outflow on acquisition of a subsidiary during the year ended 31 December 2021 was as follows:

	<i>HK\$'000</i>
Consideration paid in cash	<u>51,750</u>

11. DISPOSAL OF A SUBSIDIARY

On 19 March 2021, the Company completed the disposal of 100% equity interest in B&R Investment Holding Limited (“**B&R Investment**”) for a consideration of RMB47,500,000 (equivalent to approximately HK\$56,288,000) (the “**Disposal of B&R Investment**”). The loss arising from the Disposal of B&R Investment was calculated as follows:

Analysis of assets and liabilities over which control was lost:

	<i>HK\$'000</i>
Investment in associates	59,584
Other receivables	28
Bank balances and cash	51
Other payables	<u>(166)</u>
Net assets disposed of	<u><u>59,497</u></u>
Loss on disposal of a subsidiary:	
Consideration received	56,288
Release of exchange reserve	(2,753)
Net assets disposed of	<u>(59,497)</u>
Loss on disposal	<u><u>(5,962)</u></u>
Net cash inflow arising on disposal:	
Cash consideration received	56,288
Cash consideration received during the year ended 31 December 2020	(28,025)
Less: bank balances and cash disposed of	<u>(51)</u>
	<u><u>28,212</u></u>

12. SHARE CAPITAL

	Number of Shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
Balance as at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	<u>12,000,000,000</u>	<u>120,000</u>
Issued and fully paid:		
Balance as at 1 January 2020, 31 December 2020 and 1 January 2021	1,050,280,000	10,503
Issue of new shares under the May Rights Issue (<i>Note a</i>)	262,570,000	2,626
Issue of new shares under the November Rights Issue (<i>Note b</i>)	<u>262,570,000</u>	<u>2,626</u>
As at 31 December 2021	<u>1,575,420,000</u>	<u>15,755</u>

Notes:

- (a) In June 2021, the Company allotted 262,570,000 new ordinary shares on the basis of one (1) rights share for every four (4) shares held on the record date of 31 May 2021 at a subscription price of HK\$0.15 per rights share. Details of the May Rights Issue are disclosed in the Company's announcements dated 11 May 2021 and 24 June 2021 and prospectus dated 2 June 2021 respectively.
- (b) In December 2021, the Company allotted 262,570,000 new ordinary shares on the basis of one (1) rights share for every five (5) shares held on the record date of 10 November 2021 at a subscription price of HK\$0.10 per rights share. Details of the November Rights Issue are disclosed in the Company's announcements dated 7 October 2021 and 3 December 2021 and prospectus dated 12 November 2021 respectively.

13. EVENTS AFTER THE REPORTING PERIOD

No significant event affecting the Company has occurred since the end of the Year.

14. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the presentation for the Year.

BUSINESS REVIEW

Overall review

During the Year, the economic environment of Singapore and Hong Kong, where the business operations of the Group are principally located in, slightly recovered from the Coronavirus Disease 2019 (“**COVID-19**”) pandemic as a result of increasing vaccination coverage, reducing severity of the new coronavirus variants and gradual resumption of business activities. The recovery was reflected by the reduction in unemployment rate from the peak of 3.2% in January 2021 to 2.4% in December 2021 in Singapore according to the Ministry of Manpower of Singapore and from the peak of 7.2% in February 2021 to 3.9% in December 2021 in Hong Kong according to the Census and Statistics Department of the Hong Kong Special Administrative Region, respectively. The Group’s revenue increased by approximately 43.0% to approximately HK\$103.5 million for the Year, from approximately HK\$72.4 million for the Last Year. The increase was mainly contributed by the Telecom Business (as defined below).

Earnings of the Group during the Year and Last Year were, respectively, impacted by certain exceptional items, including:

- during Last Year, the Group recorded an one-off other income of approximately HK\$37.2 million for the loss claim against the vendor of Diamond Frontier Investments Limited (a wholly-owned subsidiary of the Company);
- during the Year, the Group recorded an other income of approximately HK\$12.4 million in respect of the reversal of an amount due to a former Director, Mr. Yeung, which amount represented the remaining balance of consideration payable for the purchase of the 8,500,000 SingAsia Shares;

BUSINESS REVIEW (CONTINUED)

Overall review (Continued)

- during the Year, the Group recorded a loss of approximately HK\$6.0 million (including exchange losses) on the Disposal of B&R Investment, which was disclosed in the Company’s announcements dated 20 November 2020 and 19 March 2021 and shareholders circular dated 24 February 2021 respectively, and the Disposal of B&R Investment was completed during the Year; and
- during the Year, the Group recorded an increase in legal and professional costs and expenses incurred mainly in connection with various corporate actions and transactions carried out by the Group, including the mandatory unconditional cash offer in January 2021, the Palico Acquisition that was the subject of the Company’s announcements dated 3 March 2021 and 3 September 2021 and shareholders circular dated 25 May 2021 respectively, the Disposal of B&R Investment and enforcement actions taken to recover fund advances and overdue account receivables recorded by Hangzhou Susong Technology Company Limited* (杭州蘇頌科技有限公司) (“**Hangzhou Susong**”), an indirect non-wholly-owned subsidiary of the Company.

During the Year, the Company recorded a loss attributable to owners of the Company of approximately HK\$22.0 million as compared to profit of approximately HK\$16.9 million for Last Year.

Telecom business

Revenue recorded by the telecom business, which comprised the voice telecommunication and related information technology businesses in Singapore and Hong Kong (the “**Telecom Business**”), was approximately HK\$102.1 million for the Year, representing an increase of approximately 41.0% compared to approximately HK\$72.4 million for Last Year mainly attributable to the growth in revenue of the wholesale voice telecommunications services of the Telecom Business.

BUSINESS REVIEW (CONTINUED)

Telecom business (Continued)

Following the successful migration from its legacy in-house wholesale voice switching facility in Singapore to a more robust third-party cloud-based switching platform, and by adopting a more competitive pricing strategy to establish its market presence, the Group managed to generate a significant growth in the wholesale voice revenue during the first half of the Year. For the second half of the Year, the Group gradually adjusted its strategy to adopt a more prudent pricing approach in order to secure wholesale voice traffic with better gross margin. While both of the retail data and voice segments of the Telecom Business remain challenging as a result of competition among industry players and against alternative communication platforms, the Group continued its pursuit in a variety of revenue generating opportunities, including participating in competitive tenders for larger projects, cross-selling of other value-added services to the existing customer base and exploring new overseas markets such as Indonesia.

IT and distribution business

The IT and Distribution Business in the PRC (as defined below) and the IT Business in Hong Kong (as defined below) are collectively referred to as the “**IT and Distribution Business**” in this announcement.

During Last Year, there was no revenue generated from the information technology and distribution business in the PRC (the “**IT and Distribution Business in the PRC**”). This segment did not contribute any revenue for the Group during the Year. The performance of the IT and Distribution Business in the PRC has been falling short of the Group’s expectation as originally contemplated at the time of acquisition of such business in 2016, the Group does not see any substantial improvement in this segment in the near future. The Group would continue to rationalise the business and streamline its existing business portfolios by disposing of some of the non-performing businesses.

BUSINESS REVIEW (CONTINUED)

IT and distribution business (Continued)

At the date of this announcement, Hangzhou Susong has not recovered its advances to Zhejiang Hong Lan Investment Company Limited* (浙江宏瀾投資有限公司) that was the subject of the announcement of the Company dated 28 April 2019 published on the websites of the Stock Exchange and the Company. The Group has sought legal advice from its PRC counsels in relation to the legal actions to be taken to recover such advances and will continue its assessment in this regard. During the Year, the Group took appropriate legal actions to seek the recovery of other overdue receivables recorded by Hangzhou Susong. Court hearings were held at the Zhejiang Province Hangzhou Intermediate People's Court* (浙江省杭州市中級人民法院) and the Zhejiang Province Hangzhou Xihu District People's Court* (浙江省杭州市西湖區人民法院) in the fourth quarter of the Year. As at the date of this announcement, the court decisions are still pending. This partially explains the increase in legal cost incurred during the Year. The Group would continue to seek legal advice and consider taking relevant actions to assess the situation for the best financial interest of the Group.

Under the aforesaid IT and Distribution Business in the PRC, the Group has made effort to diversify revenue source of the IT and Distribution Business by developing its information technology business in Hong Kong (the “**IT Business in Hong Kong**”). During the Year, the Group recorded revenue of approximately HK\$1.1 million from the IT Business in Hong Kong by providing one-stop information technology solutions and services, including but not limited to maintenance of point-of-sale system, installation of server and network equipment, security system and website maintenance, to its corporate clients. The Group will continue to expand the customer base of the IT Business in Hong Kong by building up its exposure and reputation through offering excellent service to customers.

Property development and tourism business

During the Year, the Group continued its effort to rationalise the business and dispose of some of the non-performing business. As mentioned in the Company's announcement dated 20 November 2020 and circular dated 24 February 2021, the Company entered into a sale and purchase agreement in relation to the Disposal of B&R Investment, which was completed on 19 March 2021. The Group may not continue its investment in tourism business following the Disposal of B&R Investment as no revenue has ever been generated from this segment.

BUSINESS REVIEW (CONTINUED)

Investment property

To supplement its profit through other investments, including income generating from investment property, the Company, during the Year, entered into a provisional agreement to purchase the entire issued share capital of Palico Development Limited and the sale loan for an aggregate consideration of HK\$51,750,000, subject to adjustments. Palico Development Limited is a company incorporated in Hong Kong with limited liability and principally engaged in property holding and property leasing business. Its principal asset is an industrial property with a gross area of approximately 5,430 square feet (the “**Property**”). The Palico Acquisition was completed on 3 September 2021 and Palico Development Limited has become a wholly-owned subsidiary of the Company since then.

The Property, located at Units Nos. 4 and 6 on 11th Floor of Block A, Sea View Estate, No. 2 Watson Road, Hong Kong, is held under a medium-term lease. The Property is held for investment purpose and has been leased on operating leases. The value of the Property amounted to approximately HK\$53.0 million based on the independent valuation of the Property as at 31 December 2021, representing approximately 55.5% of the total assets of the Group. During the Year, the Property generated rental income of approximately HK\$0.3 million. The Property is expected to generate stable income in the future and the Group may also benefit from any long-term capital appreciation of the Property.

Prospects

The COVID-19 pandemic, which is yet to dissipated, continues to impact our social and business activities amid the emergence of the Omicron variant leading to a widespread outbreak in Singapore and Hong Kong. As the fifth wave of COVID-19 hits Hong Kong severely, the Group has put effort to use our resources in our fight against the impact brought by the pandemic and ensure a safe working environment for its staff members who may not be able to meet physically and work alongside collegially. While uncertainties arising from the COVID-19 variants have continued to pose challenges to our businesses due to the persistence of the pandemic, the Group’s strategy is to strive for sustainability and long-term profitability of its businesses through delivering high quality services, maintaining long-term partnerships with key suppliers and improving operational efficiencies.

BUSINESS REVIEW (CONTINUED)

Prospects (Continued)

The Group is expected in the coming year to continue to sustain its Telecom Business by capitalizing on its existing infrastructure and operating resources while regularly refining its business strategies to capture new opportunities for growth and also be adaptable to the constantly changing market dynamics. However, the COVID-19 restriction measures have affected the movement of salespeople and potential business partners, significantly increasing the difficulties for new business development. Due to the uncertain outlook of the global economy, there is a tendency for customers not to enter into new committed contracts. Many customers are cautious about investments when facing the threat of short-time work or even layoffs, which is the reason for the decline in demand for a large amount of contracts for a medium term. The Group will stay vigilant of the uncertainties caused by the COVID-19 pandemic and continue to rationalise its business processes with disciplined cost control and prudent risk management.

Notwithstanding the challenges in the midst of the COVID-19 pandemic, the IT Business in Hong Kong recorded revenue during the Year. It is believed that the market in Hong Kong is highly fragmented with hundreds of small and medium sized players, and reputation serves as an important factor that affects customers' choice. In this regard, the Group's focus is to capture market share in Hong Kong by providing higher quality services as compared to its competitors.

The Group continues its business endeavours within the regions of the Telecom Business and IT and Distribution Business to complement its existing businesses and beyond.

The Group will also continue to look for new business opportunities to diversify its business in order to generate better returns for the shareholders of the Company.

FINANCIAL REVIEW

Revenue and results

The revenue of the Group for the Year increased by approximately 43.0% to approximately HK\$103.5 million, from approximately HK\$72.4 million for Last Year. The revenue from the Telecom Business for the Year increased by approximately 41.0% to approximately HK\$102.1 million, from approximately HK\$72.4 million for Last Year, mainly attributable to the increased contribution from the wholesale voice telecommunications business. The IT and Distribution Business recorded revenue of approximately HK\$1.1 million for the Year, wholly from the IT Business in Hong Kong which is a new revenue contributor of this segment, and no revenue was generated during Last Year. The Property has started to generate rental income of approximately HK\$0.3 million from October 2021 following the completion of the Palico Acquisition in September 2021.

The gross profit of the Group for the Year decreased by approximately 17.2% to approximately HK\$4.8 million, from approximately HK\$5.8 million for Last Year. The overall gross profit margin of the Group for the Year decreased to approximately 4.7% from approximately 7.9% for Last Year. The decrease in gross profit and gross profit margin of the Telecom Business was mainly due to the shift in the mix of retail and wholesale revenue of the Telecom Business.

Other income, gains and losses of the Group for the Year decreased by approximately 65.2% to approximately HK\$14.5 million, from approximately HK\$41.7 million for Last Year. The decrease was mainly due to the absence of certain items, which were recorded during Last Year, including (i) other income of approximately HK\$37.2 million for the loss claim against the vendor of Diamond Frontier Investments Limited, a wholly-owned subsidiary of the Company; and (ii) other income of approximately HK\$2.8 million due to the forfeiture of deposit paid by the previous purchaser of B&R Investment upon termination of the relevant sale and purchase agreement in November 2020, and the decrease of approximately HK\$1.2 million in government subsidies granted in respect of the Employment Support Scheme under the Anti-epidemic Fund of the Government of the Hong Kong Special Administrative Region and the Jobs Support Scheme provided by the Government of Singapore. The decrease was partly compensated by (i) the recognition of other income of approximately HK\$12.4 million in respect of the reversal of an amount due to a former Director, Mr. Yeung, which represented the remaining balance of consideration payable for the purchase of the 8,500,000 SingAsia Shares; and (ii) an increase in fair value of approximately HK\$1.1 million of the Property from the date of its acquisition (i.e. 3 September 2021) to the end of the Year.

FINANCIAL REVIEW (CONTINUED)

Revenue and results (Continued)

Selling and distribution expenses of the Group for the Year decreased by approximately 44.4% to approximately HK\$0.5 million, from approximately HK\$0.9 million for Last Year. The decrease was mainly due to the decrease in sales commissions payable to internal staff and external service providers in light of less marketing activities impacted by the COVID-19.

Total operation and administrative expenses of the Group for the Year increased by approximately 23.8% to approximately HK\$31.2 million, from approximately HK\$25.2 million for Last Year. The increase was mainly due to the increase in legal and professional fees incurred from various corporate actions and transactions carried out by the Group during the Year and the increase in staff costs for managerial and administrative staff.

Loss on disposal of a subsidiary of the Group for the Year mainly represented the loss of approximately HK\$6.0 million (after including exchange losses) on the Disposal of B&R Investment, which was disclosed in the Company's announcements dated 20 November 2020 and 19 March 2021 and circular dated 24 February 2021 respectively and was completed during the Year. There was no gain/loss on disposal of any subsidiary during Last Year.

Finance costs of the Group for the Year increased by approximately 550% to approximately HK\$1.3 million, from approximately HK\$0.2 million for Last Year. The increase was mainly due to the drawdown of a new interest-bearing loan from a Director and other borrowings from a licensed money lending company which is an independent third party during the Year.

Loss attributable to the owners of the Company for the Year amounted to approximately HK\$22.0 million, compared to a profit of approximately HK\$16.9 million for Last Year. The decline was mainly due to the absence of other income of approximately HK\$37.2 million for the loss claim against the vendor of Diamond Frontier Investments Limited which was recorded during Last Year.

FINANCIAL REVIEW (CONTINUED)

Capital structure, liquidity and financing

As at 31 December 2021, the net assets of the Group amounted to approximately HK\$66.5 million (2020: approximately HK\$21.5 million). The increase in net assets was mainly due to the aggregate net proceeds of approximately HK\$63.0 million received from the May Rights Issue and the November Rights Issue, partly offset by the loss of approximately HK\$6.0 million (after including exchange losses) on the Disposal of B&R Investment.

Capital expenditures for the Year amounted to approximately HK\$24,000, compared to approximately HK\$0.2 million during Last Year.

The Group generally finances its operations with borrowings and internally generated resources. On 25 June 2021, the Company completed the May Rights Issue at a price of HK\$0.15 per rights share on the basis of one (1) rights share for every four (4) shares held by the qualifying shareholders on the record date (i.e. 31 May 2021). Details of the May Rights Issue are set out in the Company's announcements dated 11 May 2021 and 24 June 2021 and the Company's prospectus dated 2 June 2021 respectively. The net proceeds from the May Rights Issue were approximately HK\$38.0 million after deducting professional fees and other expenses, approximately HK\$21.0 million of which have been earmarked for the repayment of loans and borrowings of the Group. On 6 December 2021, the Company completed another rights issue at a price of HK\$0.1 per rights share on the basis of one (1) rights share for every five (5) shares held by the qualifying shareholders on the record date (i.e. 10 November 2021). Details of the November Rights Issue are set out in the Company's announcements dated 7 October 2021 and 3 December 2021 and the Company's prospectus dated 12 November 2021 respectively. The net proceeds from the November Rights Issue were approximately HK\$25.0 million after deducting professional fees and other expenses, approximately HK\$10.8 million of which have been earmarked for the repayment of a loan from a Director and accrued interests thereon.

FINANCIAL REVIEW (CONTINUED)

Capital Structure, liquidity and financing (Continued)

As at 31 December 2021, the bank balances and cash (excluding pledged bank deposits) of the Group amounted to approximately HK\$30.7 million (2020: approximately HK\$33.2 million). The slight decrease was mainly due to the net effect of (i) the actual consideration paid along with related professional fees and commission expenses of approximately HK\$52.3 million for the Palico Acquisition; (ii) the repayment of loans and interests accrued thereon, from a Director and the licensed money lending company, of approximately HK\$26.9 million, largely offset by (iii) the aggregate net proceeds of approximately HK\$63.0 million received from the May Rights Issue and the November Rights Issue; and (iv) the drawdown of a new interest-bearing loan from a Director and other borrowings from the licensed money lending company of approximately HK\$15.5 million.

As at 31 December 2021, the pledged bank deposits of the Group amounted to approximately HK\$0.7 million (2020: approximately HK\$0.8 million). Bank guarantees of approximately HK\$0.6 million (2020: approximately HK\$0.8 million) were issued to suppliers for operation requirements.

As at 31 December 2021, the loans from two former Directors amounted to approximately HK\$5.7 million (2020: approximately HK\$5.7 million). The loans from two former Directors are unsecured, unguaranteed, and interest-free.

As at 31 December 2021, the lease liabilities amounted to approximately HK\$0.8 million (2020: approximately HK\$1.6 million).

As at 31 December 2021, the Group's gearing ratio, measured on the basis of total borrowings including loans from Directors and former Directors as a percentage of net assets was approximately 8.6% (2020: approximately 73.1%). The improved gearing ratio is mainly attributable to the increase in net assets of the Group as a result of the May Rights Issue and the November Rights Issue and repayment of loans from a Director and interests accrued thereon.

FINANCIAL REVIEW (CONTINUED)

Foreign exchange exposure

The Group has certain assets, liabilities, and transactions which are denominated in Singapore dollars and Renminbi. The Group continues to closely monitor the exchange rates of each of Singapore dollar and Renminbi and will, whenever appropriate, take appropriate action to mitigate such exchange risks. As at 31 December 2021, no related currency hedges had been undertaken by the Group.

Capital commitments

As at 31 December 2021, the Group had no material capital commitments (2020: RMB70,000,000 equivalent to approximately HK\$82,600,000 in respect of its capital commitment for capital injection).

Contingent liabilities

As at 31 December 2021, the Group had no material contingent liabilities (2020: Nil).

Asset Charges

The Group had no material asset charges during the year ended 31 December 2021 (2020: Nil).

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2021, the Group had 23 (2020: 24) employees, including Directors, in Hong Kong, Singapore and the PRC and its total staff costs for the Year were approximately HK\$16.6 million (2020: approximately HK\$14.4 million).

The Group's remuneration policies are formulated on the basis of the performance and experience of individual employees and are in line with local market practices where the Group operates. In addition to salary and bonus payments, the Group also offers other fringe benefits, including provident fund and medical benefits, to employees. A new share option scheme was adopted by the Company on 28 June 2018 to provide incentive to Directors and employees of the Group. Directors' remuneration is decided by the remuneration committee of the Company, with regard to the Company's operating results, individual performance and comparable market statistics. The Group also provides relevant trainings to its employees in accordance with the skill requirements of different positions.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Board is committed to maintaining high standards of corporate governance in performing their obligations to act in the best interests of shareholders and enhance long-term shareholder value. Except for the non-compliance and deviations described below, the Directors are not aware of any information which would reasonably indicate that the Company is not, or was not at any time during the Year, acting in compliance with the code provisions (the “**Code Provision(s)**”) of the Corporate Governance Code (the “**Corporate Governance Code**”) set out in Appendix 14 to the Listing Rules.

Under Code Provision C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. No chief executive officer was appointed by the Company upon the resignation of Ms. Li Bing on 9 November 2020. With effect from 2 March 2021, Mr. Cheung Siu Fai has become the chairman of the Company (the “**Chairman**”) and also assumed the role of acting chief executive officer of the Company (the “**Acting Chief Executive Officer**”) until a suitable candidate is identified. The Board believes that vesting the roles of the Chairman and the Acting Chief Executive Officer in Mr. Cheung will provide the Company with strong and consistent leadership and promote effective and efficient formulation and implementation of business decisions and strategies. The Board considers that such structure is in the best interests of the Company and its shareholders at this stage. The Board however will keep reviewing the current structure of the Group’s management from time to time and should a candidate with suitable knowledge, skill and experience be identified, the Company will make such nomination as appropriate to ensure that the roles of the Chairman and the chief executive officer of the Company are performed by two separate individuals.

Pursuant to Code Provision A.4.2 of the Corporate Governance Code before the amendment to the Listing Rules effective on 1 January 2022, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Bye-law 86(2) of bye-laws (the “**Bye-law(s)**”) of the Company stipulates that any director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Hui Chun Wai Henry was appointed as an executive Director with effect from 2 March 2021 and Mr. Chow Hiu Tung and Mr. Cheung Sze Ming were appointed as independent non-executive Directors with effect from 12 March 2021. Instead of retiring and offering themselves for re-election at the special general meeting of the Company held on 17 March 2021 (the “**March 2021 SGM**”), these newly appointed Directors retired and offered themselves for re-election in accordance with Bye-law 86(2) of the Bye-laws at the annual general meeting of the Company held on 31 May 2021 (the “**2021 AGM**”).

COMPLIANCE WITH CORPORATE GOVERNANCE CODE (CONTINUED)

Pursuant to Code Provision C.1.6 of the Corporate Governance Code, independent non-executive directors and other non-executive directors should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. None of the non-executive Directors attended the March 2021 SGM and the 2021 AGM because Mr. Zhao Ruiyong and Mr. Cheung Ka Heng Frankie, being the then non-executive Directors, were no longer involved in the affairs of the Company at the time. None of the independent non-executive Directors attended the March 2021 SGM because all of Mr. Fong Wai Ho, Mr. Chow Hiu Tung and Mr. Cheung Sze Ming had other business engagements. All independent non-executive Directors attended the 2021 AGM.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirms that the Directors have complied with the required standard set out in the Model Code during the year ended 31 December 2021.

REVIEW OF THE CONSOLIDATED FINANCIAL STATEMENTS

The audit committee of the Company (the “**Audit Committee**”) reviewed, with the external auditor of the Company, the audited consolidated financial statements of the Group for the year ended 31 December 2021. Based on this review and discussions with the management of the Company, the Audit Committee was satisfied that the consolidated financial statements were prepared in accordance with applicable accounting standards and fairly present the Group’s financial position and results for the year ended 31 December 2021. The Audit Committee has also reviewed the effectiveness of the financial control, internal control and risk management systems of the Company.

EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any significant subsequent events of the Group requiring disclosure after the reporting period and up to the date of this announcement.

SCOPE OF WORK OF CONFUCIUS INTERNATIONAL CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position as at 31 December 2021, consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2021 as set out in this announcement have been agreed by the Group's auditor, Confucius International CPA Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 December 2021. The work performed by Confucius International CPA Limited in this announcement did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Confucius International CPA Limited on this announcement.

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

During the year ended 31 December 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

PUBLICATION OF FURTHER INFORMATION

The annual report of the Company for the years ended 31 December 2021 containing all information required by Appendix 16 to the Listing Rules will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gwt.hk) and dispatched to the shareholders of the Company in due course.

APPRECIATION

The Board would like to take this opportunity to express gratitude to all of our shareholders and business associates for their continuous support and to all our staff for their dedication and contribution to the Group.

By Order of the Board
Great Wall Terroir Holdings Limited
Cheung Siu Fai
Chairman and Executive Director

Hong Kong, 24 March 2022

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Cheung Siu Fai (chairman) and Mr. Hui Chun Wai Henry, and three independent non-executive Directors, namely Mr. Fong Wai Ho, Mr. Chow Hiu Tung and Mr. Cheung Sze Ming.

* *for identification purpose only*