

# 2020

## THIRD QUARTERLY REPORT



Hyfusin Group Holdings Limited  
凱富善集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

Stock Code : 8512

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*This report, for which the directors (the “**Directors**”) of Hyfusin Group Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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

For the nine months ended 30 September 2020

	Notes	Three months ended		Nine months ended	
		30.9.2020	30.9.2019	30.9.2020	30.9.2019
		HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
<b>Revenue</b>	3	<b>176,800</b>	112,873	<b>325,107</b>	212,552
Cost of sales		<b>(109,599)</b>	(78,822)	<b>(209,028)</b>	(152,745)
<b>Gross profit</b>		<b>67,201</b>	34,051	<b>116,079</b>	59,807
Other income	4	<b>993</b>	87	<b>1,993</b>	410
Other gains and losses	5	<b>(1,102)</b>	32	<b>(3,296)</b>	248
Selling and distribution expenses		<b>(7,811)</b>	(7,059)	<b>(18,342)</b>	(15,397)
Administrative expenses		<b>(11,618)</b>	(11,687)	<b>(32,004)</b>	(29,921)
Finance costs	6	<b>(1,075)</b>	(755)	<b>(2,526)</b>	(1,993)
Profit before income tax	8	<b>46,588</b>	14,669	<b>61,904</b>	13,154
Income tax expense	7	<b>(8,070)</b>	(2,952)	<b>(11,041)</b>	(3,390)
<b>Profit for the period attributable to the owners of the Company</b>		<b>38,518</b>	11,717	<b>50,863</b>	9,764
<b>Other comprehensive income (expense) for the period</b>					
Items that may be classified subsequently to profit or loss:					
Fair value gain (loss) on debt instruments measured at fair value through other comprehensive income		<b>6</b>	(29)	<b>58</b>	(210)
Disposal of debt instruments of fair value through other comprehensive income		<b>-</b>	-	<b>(32)</b>	-
		<b>6</b>	(29)	<b>26</b>	(210)
<b>Total comprehensive income for the period attributable to the owners of the Company</b>		<b>38,524</b>	11,688	<b>50,889</b>	9,554
Earnings per share					
Basic and diluted (HK cents)	11	<b>3.50</b>	1.07	<b>4.62</b>	0.89

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY***For the nine months ended 30 September 2020*

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Fair value through other comprehensive income ("FVTOCI") reserve HK\$'000	Other reserve HK\$'000	Retained earnings HK\$'000	
At 1 January 2019 (audited)	11,000	54,954	41	20,605	22,512	109,112
Profit for the period	-	-	-	-	9,764	9,764
Fair value loss on debt instruments through other comprehensive income	-	-	(210)	-	-	(181)
Profit and total comprehensive (expense) income for the period	-	-	(210)	-	9,764	9,554
At 30 September 2019 (unaudited)	11,000	54,954	(169)	20,605	32,276	118,666
At 1 January 2020 (audited)	11,000	54,954	54	20,605	47,175	133,788
Profit for the period	-	-	-	-	50,863	50,863
Fair value gain on debt instruments through other comprehensive income	-	-	58	-	-	58
Disposal of debt instruments at FVTOCI	-	-	(32)	-	-	(32)
Profit and total comprehensive income for the period	-	-	26	-	50,863	50,889
<b>As at 30 September 2020 (unaudited)</b>	<b>11,000</b>	<b>54,954</b>	<b>80</b>	<b>20,605</b>	<b>98,038</b>	<b>184,677</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2020

### 1. GENERAL AND BASIS OF PREPARATION

Hyfusin Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as amended, supplemented or otherwise modified from time to time) of the Cayman Islands on 5 July 2017. The shares of the Company (the “**Shares**”) have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 19 July 2018 (the “**Listing**”). Its registered office is located at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and principal place of business is located at Unit Nos. 4–8, 2/F, Aberdeen Marina Tower, 8 Shum Wan Road, Aberdeen, Hong Kong.

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in manufacturing and sale of candle products. Its parent and ultimate holding company is AVW International Limited (“**AVW**”), a private company incorporated in the British Virgin Islands (the “**BVI**”). Its ultimate controlling shareholders are Mr. Wong Man Chit and Mr. Wong Wai Chit, who are brothers and act in concert over AVW and the companies now comprising the Group (the “**Controlling Shareholders**”).

The functional currency of the Company and its subsidiaries is United States Dollar (“**US\$**”) while the presentation currency of the consolidated financial statements is Hong Kong dollars (“**HK\$**”) as the directors of the Company (the “**Directors**”) consider that HK\$ is preferable in presenting the operating results and financial position of the Group, which is more beneficial to the users of the consolidated financial statements.

The condensed consolidated financial statements of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the GEM Listing Rules.

The condensed consolidated financial statements of the Group have been prepared under the historical cost basis, except for certain financial instrument which have been measured at fair values.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended 30 September 2020

### 2. PRINCIPAL ACCOUNTING POLICIES

#### Application of new and amendments to HKFRSs

The principal accounting policies used in the condensed consolidated financial statements for the nine months ended 30 September 2020 are the same as those followed in the preparation of the Group's annual report for the year ended 31 December 2019, except for the following new and amendments to HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of Business
Amendments to HKFRS 9, HKAS 29 and HKFRS 7	Interest Rate Benchmark Reform

The application of the new and amendments to HKFRSs has had no material effect on the amounts reported in the condensed consolidated financial statements and/or disclosures set out in the condensed consolidated financial statements.

#### New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>2</sup> The amendments were originally intended to be effective for periods beginning on or after 1 January 2018. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

The Group is in the process of making an assessment of what the impact of these new or revised HKFRSs is expected to be in the period of initial application. So far the Directors concluded that the adoption of the new HKFRSs will have no material impact on the amounts reported in the Group's condensed consolidated financial statements.

**NOTES TO THE CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS (CONTINUED)**

For the nine months ended 30 September 2020

**3. REVENUE AND SEGMENT INFORMATION**

**(i) Disaggregation of revenue from contracts with customers**

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
<b>Sale of candle products</b>				
Daily-use candles	31,185	31,341	67,657	67,285
Scented candles	111,012	53,903	189,178	99,528
Decorative candles	10,296	17,603	11,912	23,981
Others (included diffusers)	24,307	10,026	56,360	21,758
<b>Total</b>	<b>176,800</b>	112,873	<b>325,107</b>	212,552
<b>Timing of revenue recognition</b>				
At a point in time	176,800	112,873	325,107	212,552

The Group's market were department stores and buying agents headquartered in United States of America and United Kingdom.

The contracts for sales of goods to external customers are short-term and the contract prices are fixed and agreed with the customers.

**(ii) Performance obligations for contracts with customers**

***Sale of candle products (revenue recognised at one point in time)***

The Group sells candle products to external customers in which the revenue is recognised when the control of the goods has transferred to the customers, being when the goods have been shipped to the external customers' specific location.

**(iii) Transaction price allocated to the remaining performance obligation for contracts with customers**

All performance obligations for sale of candle products are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended 30 September 2020

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment information

Information reported to the executive Directors, being the chief operating decision maker (“**CODM**”), regularly review revenue analysis by product type as set out in the revenue analysis above for the purpose of resource allocation and assessment of performance. However, other than revenue analysis, no operating results and other discrete financial information is regularly reviewed by the CODM for the purpose of resource allocation and assessment of performance of respective businesses. The CODM reviews the operating results (excluding listing expenses) of the Group as a whole to make decisions about resource allocation and for assessment of performance. The operation of the Group constitutes one single operating and reportable segment under HKFRS 8 Operating Segments and accordingly no separate segment information is presented.

#### Geographical Information

The Group’s operations are located in Hong Kong and Vietnam.

Information about the Group’s revenue from external customers is presented based on the location of the destination points of the customers.

#### Revenue from external customers

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
United States of America	153,808	73,465	288,972	157,857
United Kingdom	21,024	35,940	30,654	44,120
Others	1,968	3,468	5,481	10,575
<b>Total</b>	<b>176,800</b>	<b>112,873</b>	<b>325,107</b>	<b>212,552</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended 30 September 2020

### 4. OTHER INCOME

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
Banks Interest income	16	57	119	310
Interest income from debt instruments at FVTOCI	-	-	29	29
Sample income	-	30	105	30
Sundry income	977	-	1,740	41
	993	87	1,993	410

### 5. OTHER GAINS AND LOSSES

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
Net foreign exchange (loss) gain	(257)	47	(336)	263
Fair value loss on financial assets at fair value through profit or loss	(2)	(1)	(9)	(1)
Gain on disposal of debt instruments at FVTOCI	-	-	43	-
Write-off of trade receivables	-	(14)	(2,359)	(14)
Impairment loss on trade receivables	(843)	-	(635)	-
	(1,102)	32	(3,296)	248

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended 30 September 2020

### 6. FINANCE COSTS

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
Interest on bank borrowings	1,052	717	2,425	1,884
Interest expenses on lease liabilities	23	38	101	109
	<b>1,075</b>	755	<b>2,526</b>	1,993

### 7. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
<b>Current tax:</b>				
Hong Kong profits tax	6,766	829	8,603	829
Vietnam corporate income tax	1,249	2,321	2,456	2,752
Over provision in prior year	(28)	(73)	(28)	(73)
	<b>7,987</b>	3,077	<b>11,031</b>	3,508
<b>Deferred taxation:</b>				
Current period	83	(125)	10	(118)
	<b>8,070</b>	2,952	<b>11,041</b>	3,390

Under the two-tier profits tax regime, Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for Fleming International Limited, the subsidiary of the Company incorporated in Hong Kong, for the nine months ended 30 September 2020 and 2019.

For Fleming International Vietnam Limited, the subsidiary of the Company incorporated in Vietnam, the statutory corporate tax rates are 20% for the nine months ended 30 September 2020 and 2019.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended 30 September 2020

### 8. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
Auditor's remuneration	200	250	600	836
Cost of inventories recognised as an expense	109,599	78,822	209,028	152,745
(Reversal of allowance) allowance of inventories (included in cost of sales)	(461)	145	(110)	120
Write-off of trade receivables	-	-	2,359	-
Donations	-	-	55	11
Depreciation of right-of-use assets	902	772	2,707	2,133
Depreciation of property, plant and equipment	771	758	2,210	2,030
Less: capitalised in inventories	(552)	(584)	(1,639)	(1,514)
	219	174	571	516
Employee benefit expenses (excluding directors' remuneration):				
– Salaries and allowances	16,088	14,036	35,545	31,820
– Discretionary bonus	429	1,693	1,157	2,327
– Retirement benefit scheme contribution	2,144	719	5,403	2,110
Total employee benefit expenses	18,661	16,448	42,105	36,257
Less: capitalised in inventories	(12,267)	(10,564)	(25,252)	(21,836)
	6,394	5,884	16,853	14,421

**NOTES TO THE CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS (CONTINUED)**

*For the nine months ended 30 September 2020*

**9. DIRECTORS' REMUNERATION**

Directors' and chief executive's remuneration for the nine months ended 30 September 2020 and 2019, disclosed pursuant to the applicable GEM Listing Rules and Hong Kong Companies Ordinance (Cap. 622), is as follows:

	Three months ended		Nine months ended	
	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)	30.9.2020 HK\$'000 (unaudited)	30.9.2019 HK\$'000 (unaudited)
Fees	180	180	540	540
Salaries and other allowances	1,800	1,115	5,400	3,344
Retirement benefits scheme contributions	11	11	34	34
Other benefits	459	24	1,354	80
Discretionary bonus	250	–	750	–
<b>Total</b>	<b>2,700</b>	<b>1,330</b>	<b>8,078</b>	<b>3,998</b>



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group principally engages in the manufacturing and sale of candle products with headquarters in Hong Kong and operations in Vietnam. The Group mainly manufactures and sells daily-use candles, scented candles, decorative candles and other products such as diffusers. The major customers of the Group are mostly U.S. and U.K. department store operators and buying agents.

The Group mainly manufactures candle products based on the requirements and specifications from its customers. The Group would also assess the design and specifications and put forward suggestions to its customers. The Group offer a wide variety of services to its customers ranging from product design, raw material selection and procurement, provision of sample candle before mass production, laboratory testing to recommendation to improve the product quality.

According to an industry overview report prepared by Frost & Sullivan International Limited (the “**F&S Report**”), an independent market research and consulting firm, the Group ranked the third, the fourth and the fourth among the candle manufacturers in Vietnam in terms of estimated export value, estimated revenue and estimated production capacity in 2017, respectively. According to the F&S Report, the import value and share of candle products in U.S. and U.K. from Vietnam is expected to reach approximately US\$195.6 million and approximately US\$15.6 million, respectively.

The F&S Report also mentioned that as the economy in the U.S. and other developed countries continue to recover, the consumption of mid-to-high end candle products is expected to increase. The candle market also has an increasing preference over candle products which are scented and with colour additives. With the preference for candle products with scent and coloured additives for use in rooms and households, increasing demand for scented and decorative candle products has provided the impetus for the whole market.

The analysis of product segment of the Group for the nine months ended 30 September 2020 is set out in Note 3 to the condensed consolidated financial statements, where scented candles are still the best selling product of the Group during the period, the sales of scented candles increased by approximately HK\$89.7 million or 90.2% as compared with the same period in 2019 that reflects the trend of preference for candle products with scent and coloured additives is increasing recently in the U.S. market.

In order to catch up the rapid growth of candle products especially in the U.S. market since 2018, the Group entered into the contracts with sales representatives for the sales incentive to sales representatives for the orders from customers introduced by them. The management of the Group gladly to cooperate with sales representatives and expects the potential orders introduced by sales representatives in future.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Based on the well established long-term relationships with the customers and with support from the experienced management team of the Group in the industry, the Group are confidence on capitalizing further business opportunities and growth.

The recent outbreak of the novel coronavirus (“**COVID-19**”) has brought about additional uncertainties in the Group’s operating environment and may impact the Group’s operations and financial position. The Group has been closely monitoring the impact from the COVID-19 on the Group’s businesses. Based on the information currently available, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group up to the date of this report. However, the actual impacts may differ from these estimates as the situation continues to evolve and further information becomes available.

## FINANCIAL REVIEW

### Revenue

Revenue for the nine months ended 30 September 2020 amounted to approximately HK\$325.1 million, representing an increase of approximately HK\$112.5 million or 52.9% as compared with that of approximately HK\$212.6 million for the same period in 2019.

The increase in revenue was mainly due to the increase in sales of scented candles and others products (include diffusers) for approximately HK\$89.7 million and HK\$34.6 million respectively for the nine months ended 30 September 2020.

### Gross profit and gross profit margin

Gross profit for the nine months ended 30 September 2020 amounted to approximately HK\$116.1 million, representing an increase of approximately HK\$56.3 million or 94.1% as compared with that of approximately HK\$59.8 million for the same period in 2019.

The gross profit margin increased to approximately 35.7% for the nine months ended 30 September 2020 as compared with that of 28.1% for the same period in 2019. The increase in the gross profit margin was mainly due to an increase in both sales and gross profit margin of scented candles and other candle products. The gross profit margin of scented candles and other candle products increased from 29.5% and 25.3% for the nine months ended 30 September 2019 to 34.6% and 44.9% for the nine months ended 30 September 2020 respectively.



**MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)****Other income, gains and losses**

Other income for the nine months ended 30 September 2020 was approximately HK\$2.0 million, representing an increase of approximately HK\$1.6 million or 390.2% as compared to that of approximately HK\$410,000 for the same period in 2019. The increase in other income was mainly due to the increase in sundry income which included the charges on customers for cancellation of orders with amount approximately HK\$712,000 and the wage subsidies received from the HKSAR Government under the Employment Support Scheme of approximately HK\$883,000.

Other losses for the nine months ended 30 September 2020 amounted to approximately HK\$3.3 million, representing a decrease of approximately HK\$3.5 million or 1,411.3% as compared with other gains of approximately HK\$248,000 for the same period in 2019. The decrease was mainly due to the written off of trade receivables for approximately HK\$2.4 million.

**Selling and distribution expenses**

Selling and distribution expenses for the nine months ended 30 September 2020 amounted to approximately HK\$18.3 million, representing an increase of approximately HK\$2.9 million or 18.8% as compared with that of approximately HK\$15.4 million for the same period in 2019.

The increase was mainly due to the increase in transportation and declarations expenses of approximately HK\$1.1 million which was in line with the increase in sales; and the increase in compensation expenses of approximately HK\$1.3 million.

**Administrative expenses**

Administrative expenses for the nine months ended 30 September 2020 amounted to approximately HK\$32.0 million, representing an increase of approximately HK\$2.0 million or 6.67% as compared with that of approximately HK\$30.0 million for the same period in 2019.

The increase in administrative expenses was mainly due to the increase in salary and allowance of approximately HK\$1.6 million; and the increase in other expenses of approximately HK\$440,000.

**Finance costs**

Finance costs for the nine months ended 30 September 2020 amounted to approximately HK\$2.5 million, representing an increase of approximately HK\$0.5 million or 25.0% as compared to that of approximately HK\$2.0 million for the same period in 2019.

The increase was mainly due to the increase in using bank borrowings to cope with revenue growth.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### Profit for the period

The Group incurred net profit of approximately HK\$50.9 million for the nine months ended 30 September 2020, representing an increase of approximately HK\$41.1 million or 419.4% as compared with that of approximately HK\$9.8 million for the same period in 2019.

Such increase was the combined effect of (i) increase in gross profit of approximately HK\$56.3 million; (ii) increase in other income of approximately HK\$1.6 million and offset by (a) decrease in other gains and losses of approximately HK\$3.5 million; (b) increase in selling and distribution expenses for HK\$2.9 million; (c) the increase in administrative expenses for HK\$2.0 million; (d) increase in finance costs for HK\$0.5 million; and (e) increase in income tax expenses for approximately HK\$7.6 million.

### Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets

As disclosed in the announcement of the Company dated 2 November 2020, Fleming International Vietnam Limited, an indirect wholly-owned subsidiary of the Company, entered into the construction contract with the independent contractor in relation to the construction of the new factory on the land located at plot no. 236 (formerly known as plot no. 51), Amata Road, Amata Industrial Park, Long Binh Park, Bien Hoa City, Dong Nai Province, Vietnam which acquired in 2018 at the contract price of VND83,279,000,000 (equivalent to approximately HK\$28,000,000).

The Directors consider that the terms of the construction contract and the contract price are fair and reasonable and in the interests of the Company and its shareholders as a whole.

### EVENT AFTER THE END OF REPORTING PERIOD

Save as disclosed under the paragraph headed "Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets" above, there are no significant events affecting the Group after the reporting period and up to date of this report.

### DIVIDEND

The Board does not declare the payment of an interim dividend for the nine months ended 30 September 2020.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2020, the interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") held by the Directors and chief executives of the Company (the "Chief Executives") which have been 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 were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

#### Long position in ordinary Shares

Name of Directors	Nature of interests	Numbers of Shares held	Approximate % of the total number of Shares in issue
Mr. Wong Wai Chit <sup>(Notes 1 &amp; 2)</sup>	Interest in controlled corporation	643,500,000	58.5%
Mr. Wong Man Chit <sup>(Notes 1 &amp; 3)</sup>	Interest in controlled corporation	643,500,000	58.5%

## CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

### Notes:

1. These 643,500,000 Shares are held by AWW International Limited (“**AWW**”) is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AWW is interested under the SFO.
2. Ms. Iong Man Lai is the spouse of Mr. Wong Wai Chit. Ms. Iong Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
3. Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.

Save as disclosed above, as at 30 September 2020, none of the Directors or Chief Executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “DIRECTORS’ AND CHIEF EXECUTIVES’ INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES” and “SHARE OPTION SCHEME” in this report, at no time during the nine months ended 30 September 2020 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

## DIRECTORS’ INTERESTS IN CONTRACTS

None of the Directors nor their respective close associates had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the nine months ended 30 September 2020.

## CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

## SUBSTANTIAL SHAREHOLDERS IN THE SHARES

So far as the Directors and the Chief Executives are aware, as at 30 September 2020, other than the Directors and the Chief Executives, the following persons will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

## Long position in ordinary Shares

Name of shareholders	Nature of interests	Number of Shares held	Approximate % of the total number of Shares in issue
AVW <sup>(Note 1)</sup>	Beneficial owner	643,500,000	58.5%
Vibes Enterprises Company Limited <sup>(Note 2)</sup>	Beneficial owner	181,500,000	16.5%
Vibes Management Company Limited <sup>(Note 2)</sup>	Interest in controlled corporation	181,500,000	16.5%
Pioneer Unicorn Limited <sup>(Note 2)</sup>	Interest in controlled corporation	181,500,000	16.5%
Ms. Li Yin Ping <sup>(Note 2)</sup>	Interest in controlled corporation	181,500,000	16.5%
Ms. Zheng Xiaochun <sup>(Note 2)</sup>	Interest in controlled corporation	181,500,000	16.5%
Mr. Guan Le <sup>(Notes 2 &amp; 3)</sup>	Interest of spouse	181,500,000	16.5%
Mr. Chan Sheung Chi <sup>(Notes 2 &amp; 6)</sup>	Interest of spouse	181,500,000	16.5%
Ms. long Man Lai <sup>(Notes 1 &amp; 4)</sup>	Interest of spouse	643,500,000	58.5%
Ms. Tse Sheung <sup>(Notes 1 &amp; 5)</sup>	Interest of spouse	643,500,000	58.5%

**CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)**

## Notes:

1. AWW is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit, executive directors of the Company. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AWW is interested under the SFO.
2. Vibes Enterprises Company Limited ("**Vibes Enterprises**") is wholly owned by Vibes Management Company Limited ("**Vibes Management**"). Vibes Management is wholly owned by Pioneer Unicorn Limited ("**Pioneer Unicorn**"), which is owned as to 50% by Ms. Li Yin Ping and 50% by Ms. Zheng Xiaochun. As such, Ms. Li Yin Ping and Ms. Zheng Xiaochun together indirectly control all the Shares held by Vibes Enterprises. Under the SFO, each of Vibes Management, Pioneer Unicorn, Ms. Li Yin Ping and Ms. Zheng Xiaochun is deemed to be interested in the same number of Shares in which Vibes Enterprises is interested.
3. Mr. Guan Le is the spouse of Ms. Zheng Xiaochun. Mr. Guan Le is deemed to be interested in the same number of Shares in which Ms. Zheng Xiaochun is interested by virtue of the SFO.
4. Ms. long Man Lai is the spouse of Mr. Wong Wai Chit. Ms. long Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
5. Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.
6. Mr. Chan Sheung Chi is the spouse of Ms. Li Yin Ping. Mr. Chan Sheung Chi is deemed to be interested in the same number of Shares in which Ms. Li Yin Ping is interested by virtue of the SFO.

Save as disclosed above, as at 30 September 2020, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

**CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)****SHARE OPTION SCHEME**

The Company adopted the share option scheme (the “**Share Option Scheme**”) on 23 June 2018 for the purpose to provide the Company with a flexible means of giving incentive and reward to employee, advisor, customer, service provider, agent, customer, partner or joint-venture partner of the Group (including a director of the Group) (the “**Eligible Participants**”) for incentive or reward for their contribution to the Group.

Under the Share Option Scheme, the Board may make an offer to the Eligible Participants. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of Shares in issue from time to time.

Unless approved by the shareholders of the Company at the general meeting, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group to each Eligible Participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant of the options must not exceed 1% of the Shares in issue.

The maximum 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 of the Group must not exceed 110,000,000, representing 10% of the total number of Shares in issue on the date of Listing and the date of this report unless the Company seeks the approval of the shareholders of the Company in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group will not be counted for the purpose of calculating 10% limit.

## CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "Share Option Scheme" in section headed "Statutory and General Information" in Appendix V to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 23 June 2018 and remains in force until 23 June 2028. The Company may, by ordinary resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination.

The exercise price per Share for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (1) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date of the option which must be a trading day;
- (2) the average of the closing prices of the Shares as shown in the daily quotations sheets issued by the Stock Exchange for the five consecutive business days immediately preceding the offer date of the option; and
- (3) the nominal value of the Shares on the offer date of the option.

Upon acceptance of the options, the Eligible Participant shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter (which shall not be later than 21 days from, and inclusive of, the date of offer) issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme.

## COMPETING INTERESTS

For the nine months ended 30 September 2020, none of the Directors, the substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.



**CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)****COMPLIANCE ADVISER'S INTERESTS**

As at the date of this report, save and except for (i) the participation of TC Capital International Limited (“**TC Capital**”) as the sponsor in relation to the Listing; and (ii) the compliance adviser’s agreement entered into between the Company and TC Capital dated 25 September 2017, neither TC Capital nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

**DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all the Directors, each of them have confirmed that they have complied with the Required Standard of Dealings for the nine months ended 30 September 2020. No incident of non-compliance was noted by the Company for the nine months ended 30 September 2020.

**PURCHASE, SALE OR REDEMPTION OF SHARES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities after Listing and up to the date of this report.

**COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

The Company is committed to achieve high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the “**CG Code**”). During the nine months ended 30 September 2020, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code.

## CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chan Cheong Tat. The other members are Mr. Yu Pui Hang and Mr. Ho Chi Wai. The primary duties of the Audit Committee are to review and supervise the Company’s financial reporting process, the internal control systems of the Group and the monitoring of continuing connected transactions. All members of the Audit Committee are appointed by the Board.

The Audit Committee had reviewed the unaudited consolidated results of the Group for the nine months ended 30 September 2020 and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

As at the date of this report, the Directors are:

### EXECUTIVE DIRECTORS

Mr. Wong Wai Chit (*Chairman*)

Mr. Wong Man Chit (*Chief Executive Officer*)

### NON-EXECUTIVE DIRECTOR

Ms. Wong Fong

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Cheong Tat

Mr. Yu Pui Hang

Mr. Ho Chi Wai

Hong Kong, 5 November 2020