



Takbo Group Holdings Limited

德寶集團控股有限公司

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



First Quarterly Report 2021

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Corporate Information

EXECUTIVE DIRECTORS

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

COMPANY SECRETARY

Mr. Ng Chit Sing

AUTHORIZED REPRESENTATIVES

Mr. Or Naam
Ms. Chan Hoi Yan Polly

COMPLIANCE OFFICER

Ms. Chan Hoi Yan Polly

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

INDEPENDENT AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor, Prince's Building
Central, Hong Kong

Corporate Information

PRINCIPAL BANKERS

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

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

8436

COMPANY WEBSITE

www.takbogroup.com

Financial Highlights

Revenue of the Group for the three months ended 31 March 2021 (the “**Current Period**”) amounted to approximately HK\$32.9 million, representing an increase of approximately 30.2% over the three months ended 31 March 2020 (the “**Previous Period**”).

Gross profit of the Group for the Current Period amounted to approximately HK\$11.6 million, representing an increase of approximately 38.2% over the Previous Period.

Gross profit margin of the Group for the Current Period increased from approximately 33.3% for the Previous Period to approximately 35.4% for the Current Period.

Profit attributable to equity holders of the Company for the Current Period amounted to approximately HK\$1.0 million, representing an increase of approximately 9.5% over the Previous Period.

Earnings per share for the Current Period was approximately HK0.26 cents (Previous Period: HK0.24 cents).

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

Management Discussion and Analysis

MARKET AND BUSINESS OVERVIEW

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

Global business environment is still challenging and remains to be clouded by the threat of the pandemic, followed by the further aggravating the operating environment across industries, and a full economic recovery is still a long way round. Nevertheless, the market maintained a strong sale demand, especially on our healthcare and sanitizer products.

During the Current Period, the Group has still adapted effective marketing strategies to develop and maintain our sales activities under changing business environment. Our management and sales teams did more proactively communication ahead with overseas customers for needs and product demand, so that the Group could solidate our sales and achieve a steady sales growth during this challenging business environment.

PROSPECT

Looking forward, the disruption brought by COVID-19 still lingers, but with the rollout of the mass vaccination programme, there is a hope that the pandemic could be brought under control, and the global economy could soon achieve a gradual recovery. The Company will keep high alert of the changing market preferences, evaluate different sales and marketing strategies, and introduce different new products to fit customers' need. Our Group has confidence that we can overcome the challenges and maintain a sustainable business performance to our shareholders.

Management Discussion and Analysis

FINANCIAL REVIEW

The following table sets out a breakdown of revenue of the Group and the percentage contribution to total revenue by product category for the three months ended 31 March 2021 and 2020:

	For the three months ended 31 March			
	2021		2020	
	HK\$'000	%	HK\$'000	%
Beauty products	31,202	94.8	22,480	88.9
Beauty bags	1,721	5.2	2,813	11.1
Total	32,923	100.0	25,293	100.0

Revenue of the Group for the Current Period amounted to approximately HK\$32.9 million, representing an increase of approximately 30.2% over the Previous Period. The increase was mainly attributable to strong sales demand of our toiletries products including hand sanitizers from the US and Europe customers in the Current Period under the outbreak of COVID-19. Our sales team also proactively explored into new sales channels including those in local Hong Kong market, which in turn boost up overall sales.

The gross profit of the Group for the Current Period amounted to approximately HK\$11.6 million, representing an increase of approximately 38.2% over the Previous Period. The gross profit margin of the Group increased slightly from approximately 33.3% for the Previous Period to approximately 35.4% for the Current Period, which was mainly as a result of different product mix.

Management Discussion and Analysis

Profit attributable to equity holders of the Company for the Current Period amounted to approximately HK\$1.05 million, representing an increase of approximately 9.5% over the Previous Period, amounted to approximately HK\$0.96 million.

LIQUIDITY AND FINANCIAL RESOURCES

The Group practiced prudent financial management and maintained a strong and sound financial position during the Current Period. The Group finances its daily operations through a combination of funds generated and received from operations, retained earnings and remaining net proceeds from the share offer. As of 31 March 2021, the Group had cash and cash equivalents of approximately HK\$87.6 million (31 December 2020: approximately HK\$119.0 million). The decrease in cash and cash equivalents was mainly attributable to net cash outflow from our operation activities, due to decrease in trade payables, accruals and other payables, and an increase in financial assets at fair value through profit or loss.

The current ratio, calculated as the total current assets divided by total current liabilities, was approximately 5.0 times as at 31 March 2021 (31 December 2020: approximately 3.5 times). As at 31 March 2021, the Group did not have any outstanding borrowing and other indebtedness and no gearing ratio is presented.

ADMINISTRATIVE EXPENSES

The administrative expenses of the Group decreased by approximately HK\$0.3 million or approximately 4.2% from approximately HK\$8.1 million for the Previous Period to approximately HK\$7.8 million for the Current Period. Such decrease was mainly attributable to a decrease in legal and professional fee.

SELLING AND DISTRIBUTION EXPENSES

The selling and distribution expenses of the Group increased by approximately HK\$0.9 million or approximately 63.4% from approximately HK\$1.4 million for the Previous Period to approximately HK\$2.3 million for the Current Period. The increase was attributable to an increase of shipping cost per unit of product as well as the related expenses associated with an increase in overall revenue of the Group for the Current Period.

Management Discussion and Analysis

FOREIGN EXCHANGE EXPOSURE

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

During the Current Period, the Group has not entered into any agreement or commit to any financial instruments to hedge our exchange rate exposure relating to RMB and will continue to monitor its foreign exchange exposure. The Group will consider hedging significant foreign currency exposure should the need arises and no derivative financial instruments were held by the Group as at 31 March 2021 for speculative and investment purposes.

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

As at 31 March 2021, the Group did not have any material contingent liabilities (31 December 2020: Nil). The Group had capital commitment of approximately HK\$2.8 million in relation to expenditure on our factory expansion (31 December 2020: HK\$2.7 million) and there was no operating leases as 31 March 2021 (31 December 2020: Nil).

PLEDGE OF ASSETS

The Group did not have pledged assets as at 31 March 2021 (31 December 2020: Nil).

CAPITAL STRUCTURE

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

Management Discussion and Analysis

INTERIM DIVIDEND

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

FUTURE PLANS FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

The Group did not have any other plans for material investment and capital assets as at 31 March 2021 save for the factory expansion plan, details of which are set out in the Company's prospectus dated 13 October 2017 (the "**Prospectus**").

SIGNIFICANT INVESTMENTS HELD

As at 31 March 2021, the Group did not have any significant investment in equity interest in any other company and did not own any properties (31 December 2020: Nil).

SECURITIES INVESTMENTS

The Group did not have any securities investment in any investee company with a value of 5% or more of the total assets of the Group as at 31 March 2021, which is required to be disclosed under Rule 18.41(4A) of the GEM Listing Rules.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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

GUARANTEE PERFORMANCE IN RELATION TO THE ACQUISITIONS

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

Unaudited Financial Results

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to present the unaudited condensed consolidated financial information of the Company and its subsidiaries (collectively the “**Group**”) for the three months ended 31 March 2021, which has been reviewed by the audit committee of the Company, together with the comparative unaudited figures for the corresponding period in 2020, as follows:

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

	Notes	Three months ended 31 March	
		2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Revenue	3	32,923	25,293
Cost of sales		(21,274)	(16,864)
Gross profit		11,649	8,429
Other income	4	102	1,825
Other (losses)/gains, net	4	(104)	156
Administrative expenses		(7,803)	(8,143)
Selling and distribution expenses		(2,276)	(1,393)
Operating profit		1,568	874
Finance income		37	493
Finance costs		(101)	(86)
Finance (costs)/income, net		(64)	407
Profit before income tax	5	1,504	1,281
Income tax expense	6	(456)	(324)
Profit for the period		1,048	957

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

	Notes	Three months ended 31 March	
		2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Profit for the period		1,048	957
Other comprehensive income for the period			
<i>Item that may be reclassified to profit or loss</i>			
Currency translation difference		–	–
Total comprehensive income for the period		1,048	957
Profit for the period attributable to:			
Owners of the Company		1,048	957
Total comprehensive income for the period attributable to:			
Owners of the Company		1,048	957
Earnings per share			
Basic and diluted earnings per share (in HK cents)	8	0.26	0.24

Unaudited Condensed Consolidated Statements of Changes in Equity

	Attributable to owners of the Company						Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital and other reserves HK\$'000	Statutory reserve HK\$'000	Exchange reserve HK\$'000	Retained earnings HK\$'000	
At 31 December 2020 (audited) and 1 January 2021	4,000	56,188	46	2,760	2,874	156,591	222,459
Profit for the period	-	-	-	-	-	1,048	1,048
Total comprehensive income for the period	-	-	-	-	-	1,048	1,048
At 31 March 2021 (unaudited)	4,000	56,188	46	2,760	2,874	157,639	223,507
At 31 December 2019 and 1 January 2020 (audited)	4,000	56,188	46	1,525	(225)	139,417	200,951
Profit for the period	-	-	-	-	-	957	957
Total comprehensive income for the period	-	-	-	-	-	957	957
At 31 March 2020 (unaudited)	4,000	56,188	46	1,525	(225)	140,374	201,908

Notes to the Unaudited Condensed Consolidated Financial Information

1. CORPORATE INFORMATION

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

The Company is an investment holding company and its subsidiaries (together, the “**Group**”) are principally engaged in the design, development, manufacture and sale of beauty products, and the design, development and sale of beauty bags.

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

The unaudited condensed consolidated financial information for the three months ended 31 March 2021 has not been audited by the Company’s auditor but has been reviewed by the audit committee of the Company (“**Audit Committee**”). The unaudited condensed consolidated financial information were approved and authorised for issue by the Directors on 10 May 2021.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statement for the three months ended 31 March 2021 has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the “**HKFRSs**”), which is a collective term for all individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The unaudited condensed consolidated financial statement does not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company’s annual report for the year ended 31 December 2020.

Notes to the Unaudited Condensed Consolidated Financial Information

The accounting policies and method of computation used in the preparation of these unaudited condensed financial statements are consistent with those used in the Company's consolidated financial statements for the year ended 31 December 2020 except for the adoption of the standards, amendments and interpretations issued by the HKICPA mandatory for the annual periods beginning on 1 January 2021. The application of these standards, amendments and interpretations did not have material effect on the amounts reported and/or disclosure set out in these unaudited condensed consolidated financial information.

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

3. REVENUE

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

	Three months ended 31 March	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Revenue		
Sales of beauty products	31,202	22,480
Sales of beauty bags	1,721	2,813
	32,923	25,293

Notes to the Unaudited Condensed Consolidated Financial Information

4. OTHER INCOME AND OTHER (LOSSES)/GAINS, NET

	Three months ended 31 March	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Other income		
Sample income	34	811
Government grant	–	1,014
Dividend income from financial assets at fair value through profit or loss	4	–
Others	64	–
	102	1,825
Other (losses)/gains, net		
Foreign exchange (losses)/gains, net	(42)	156
Net fair value losses on financial assets at fair value through profit or loss	(62)	–
	(104)	156

5. PROFIT BEFORE INCOME TAX

	Three months ended 31 March	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Profit for the period has been arrived at after charging:		
Depreciation of property, plant and equipment	1,479	1,138
Depreciation of right-of-use assets	990	1,055
Amortisation of intangible asset	27	26
Professional expenses for transfer of listing	–	8

Notes to the Unaudited Condensed Consolidated Financial Information

6. INCOME TAX EXPENSE

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

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

As at 31 March 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Company's subsidiary established in the PRC. In the opinion of the directors, it is not probable that the subsidiary will distribute such earnings in the foreseeable future.

7. DIVIDENDS

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2021 and 2020.

8. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the three months ended 31 March 2021 and 2020.

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potentially dilutive ordinary share outstanding as at 31 March 2021 and 2020.

Supplementary Information

SHARE OPTION SCHEME

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

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

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

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

Supplementary Information

Unless the Company obtains a fresh approval from the shareholders pursuant to the conditions set out in the Share Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes shall not in aggregate exceed 10% of the total number of shares in issue from time to time. As at the date of this report, the number of issued Shares of the Company is 400,000,000 Shares and total number of shares issued or to be issued under the Share Option Scheme of the Company is 40,000,000 Shares which represented approximately 10% (2020: 10%) of the issued share capital of the Company, if all the options under the Share Option Scheme have been granted to and duly exercised by eligible persons.

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

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

Supplementary Information

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

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

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

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

As at 31 March 2021, there was no option outstanding, granted, cancelled, exercised or lapsed.

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

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the aforesaid Share Option Schemes, at no time during the three months ended 31 March 2021 was the Company or any associated corporation a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such rights.

Supplementary Information

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

As at 31 March 2021, the interests or short positions of Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Position in the Ordinary Shares and Underlying Shares of the Company

Interests in ordinary shares

Name of directors	Personal interests	Family interests	Corporate interests	Total interests in ordinary shares	Total interests in underlying shares	Aggregate interests	% of the Company's issued voting shares
Mr. Or Naam ^{note}	-	-	300,000,000	300,000,000	-	300,000,000	75%
Ms. Chan Hoi Yan Polly ^{note}	-	-	300,000,000	300,000,000	-	300,000,000	75%

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

Supplementary Information

Save as disclosed above, as at 31 March 2021, none of the directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

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

As at 31 March 2021, the following persons/entities (not being Directors or chief executive of our Company) have an interest or a short position in the Shares or the underlying Shares which were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, were as follows:

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

Name of shareholders	Capacity	Number of shares held	% of the Company's issued voting shares
Classic Charm Investments Limited	Beneficial owner	300,000,000	75%
Ms. Chu Siu Fong ^{Note}	Interest in controlled corporation	300,000,000	75%

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

Supplementary Information

Save as disclosed above, as at 31 March 2021, the Company had not been notified by any persons (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTERESTS IN COMPETING BUSINESSES

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

CONFLICT OF INTERESTS

Saved as disclosed above, during the three months ended 31 March 2021, none of the directors, the substantial shareholders or the controlling shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

Supplementary Information

CODE ON CORPORATE GOVERNANCE PRACTICES

During the three months ended 31 March 2021, the Board considers that the Company has complied with all the provisions of the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the directors, its employees, and the directors and employees of its subsidiaries and holding companies, who may likely possess inside information on the Company or its securities, on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the three months ended 31 March 2021.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company has not redeemed any of its shares during the three months ended 31 March 2021. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company’s shares for the three months ended 31 March 2021.

AUDIT COMMITTEE

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

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

Supplementary Information

The audit committee has reviewed the accounting principles and practices adopted by the Group and has discussed with the management regarding the auditing and financial reporting matters. The audit committee has discussed and reviewed the unaudited first quarterly financial information and the first quarterly report for the three months ended 31 March 2021.

CHANGES IN CONSTITUTIONAL DOCUMENT

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the websites of the Company and the Stock Exchange its Memorandum and Articles of Association. During the three months ended 31 March 2021, there has been no changes in the constitutional documents of the Company.

SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

Up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the three months ended 31 March 2021. The Company will make announcement to keep the shareholders informed should there is material future business development of the Group pursuant to the requirement of the GEM Listing Rules, if applicable.