



IMS GROUP  
HOLDINGS LIMITED  
英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
Stock Code : 8136



**IMS  
GROUP**

**FIRST QUARTERLY  
REPORT**

**2021/22**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the "**Directors**") of IMS Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**" or "**We**") 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 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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## CORPORATE INFORMATION

### EXECUTIVE DIRECTORS

Mr. Tam Yat Ming Andrew  
*(Chairman and Chief Executive Officer)*  
Mr. Lo King Shun

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Chun Hung  
Mr. Ha Yiu Wing  
Dr. Wilson Lee

### COMPANY SECRETARY

Mr. Lee Pui Chung

### COMPLIANCE OFFICER

Mr. Tam Yat Ming Andrew

### AUTHORISED REPRESENTATIVES

Mr. Tam Yat Ming Andrew  
Mr. Lee Pui Chung

### AUDIT COMMITTEE

Mr. Li Chun Hung *(Chairman)*  
Mr. Ha Yiu Wing  
Dr. Wilson Lee

### REMUNERATION COMMITTEE

Dr. Wilson Lee *(Chairman)*  
Mr. Ha Yiu Wing  
Mr. Tam Yat Ming Andrew

### NOMINATION COMMITTEE

Mr. Ha Yiu Wing *(Chairman)*  
Mr. Li Chun Hung  
Dr. Wilson Lee

### AUDITOR

Mazars CPA Limited  
42nd Floor,  
Central Plaza,  
18 Harbour Road, Wan Chai,  
Hong Kong

### LEGAL ADVISERS

*As to Hong Kong law:*  
LC Lawyers LLP  
Suite 3106, 31/F,  
One Taikoo Place,  
979 King's Road, Quarry Bay,  
Hong Kong

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
13/F, Cambridge House,  
Taikoo Place, 981 King's Road,  
Island East, Hong Kong

Standard Chartered Bank (Hong Kong)  
Limited  
26/F, Standard Chartered Tower,  
388 Kwun Tong Road,  
Kwun Tong, Kowloon,  
Hong Kong

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1201, 12/F,  
Block C, Seaview Estate,  
8 Watson Road, North Point,  
Hong Kong

### REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

Boardroom Share Registrars (HK)  
Limited  
2103B, 21/F, 148 Electric Road,  
North Point,  
Hong Kong

### STOCK CODE

8136

### COMPANY'S WEBSITE

[www.ims512.com](http://www.ims512.com)

## FINANCIAL HIGHLIGHTS

1. The Group has recorded an unaudited total revenue of approximately HK\$21.3 million for the three months ended 30 June 2021, which represented an increase of approximately 85.2% as compared to the three months ended 30 June 2020.
2. The Group recorded an unaudited profit attributable to owners of the Company for the three months ended 30 June 2021 of approximately HK\$5.5 million, which represented an increase of approximately 319.0% as compared to the three months ended 30 June 2020.
3. The Board does not recommend the payment of interim dividend for the three months ended 30 June 2021.

## FIRST QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidation results of the Group for the three months ended 30 June 2021, together with the comparative unaudited figures for the corresponding period in 2020 as follows:

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

FOR THE THREE MONTHS ENDED 30 JUNE 2021

		For the three months ended 30 June	
	Notes	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
<b>Revenue</b>	4	21,322	11,508
<b>Cost of sales</b>		(9,191)	(5,445)
<b>Gross profit</b>		12,131	6,063
Other income		54	1,199
Other gains and losses, net		(40)	62
Administrative expenses		(5,833)	(5,609)
Reversal of loss allowance on trade receivables		229	–
<b>Profit from operation</b>		6,541	1,715
Finance costs	5(a)	(44)	(53)
<b>Profit before income tax expense</b>	5	6,497	1,662
Income tax expense	7	(1,033)	(358)
<b>Profit attributable to owners of the Company</b>		5,464	1,304
<b>Other comprehensive income</b>			
<i>Item that are or may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		294	166
<b>Other comprehensive income for the period</b>		294	166
<b>Total comprehensive income for the period attributable to owners of the Company</b>		5,758	1,470
<b>Earnings per share</b>		HK cents	HK cents
Basic and diluted	8	0.55	0.13

## FIRST QUARTERLY RESULTS


### CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE THREE MONTHS ENDED 30 JUNE 2021

	Attributable to owners of the Company							
	Share capital HK\$'000	Share premium <sup>(1)</sup> HK\$'000	Merger reserve <sup>(2)</sup> HK\$'000	Exchange reserve <sup>(3)</sup> HK\$'000	Statutory surplus reserve <sup>(4)</sup> HK\$'000	Proposed dividends HK\$'000	Retained profits <sup>(5)</sup> HK\$'000	Total HK\$'000
As at 1 April 2020 (audited)	1,000	50,946	8	(1,930)	1,324	-	15,423	66,771
Profit for the period	-	-	-	-	-	-	1,304	1,304
Other comprehensive income:								
Items that are or may be reclassified to profit or loss:								
Exchange differences on translating foreign operations	-	-	-	166	-	-	-	166
Total comprehensive income for the period	-	-	-	166	-	-	1,304	1,470
As at 30 June 2020 (unaudited)	1,000	50,946	8	(1,764)	1,324	-	16,727	68,241
<b>As at 1 April 2021 (audited)</b>	<b>1,000</b>	<b>50,946</b>	<b>8</b>	<b>(117)</b>	<b>1,324</b>	<b>10,000</b>	<b>10,852</b>	<b>74,013</b>
Profit for the period	-	-	-	-	-	-	5,464	5,464
Other comprehensive income:								
Items that are or may be reclassified to profit or loss:								
Exchange differences on translating foreign operations	-	-	-	294	-	-	-	294
Total comprehensive income for the period	-	-	-	294	-	-	5,464	5,758
<b>As at 30 June 2021 (unaudited)</b>	<b>1,000</b>	<b>50,946</b>	<b>8</b>	<b>177</b>	<b>1,324</b>	<b>10,000</b>	<b>16,316</b>	<b>79,771</b>

## FIRST QUARTERLY RESULTS

Notes:

- (1) Share premium account of the Group represents the excess of the proceeds received over the nominal value of the Company's shares issued.
  - (2) Merger reserve represents the difference between the Company's investment costs in subsidiaries and the aggregated share capital of the subsidiaries whose shares were transferred to the Company pursuant to the reorganisation.
  - (3) Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operation.
  - (4) In accordance with the relevant regulation in the People's Republic of China (the "PRC"), a subsidiary operating in the PRC is required to transfer 10% of its profits after tax, as determined under the accounting regulations in the PRC, to the statutory surplus reserve, until the balance of the fund reaches 50% of its respective registered capital. The statutory surplus reserve is non-distributable, and is subject to certain restrictions set out in the relevant regulations in the PRC. This reserve can be used either to offset against accumulated losses or be capitalised as paid-up capital. However, such balance of the statutory surplus reserve must be maintained at a minimum of 25% of paid-up capital after the above usage.
  - (5) Retained profits represents cumulative net profits recognised in the consolidated statements of profit or loss and other comprehensive income.
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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL

The Company was incorporated in the Cayman Islands on 15 February 2017, as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at the offices of Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Unit 1201, 12/F, Block C, Seaview Estate, North Point, Hong Kong.

The Company, an investment holding company, and its subsidiaries are principally engaged in the sale of LED lighting fixtures and visual-audio system, provision of integrated LED lighting solution services, project consultancy and LED lighting system maintenance services.

In the opinion of the directors of the Company, the Company's immediate and ultimate holding company is The Garage Investment Limited, a company incorporated in British Virgin Islands (the "BVI").

### 2. BASIS OF PREPARATION

The unaudited condensed consolidated results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The unaudited condensed consolidated results have been prepared under historical cost convention.

The principal accounting policies used in the unaudited condensed consolidated financial statements for the three months ended 30 June 2021 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2021, except for the new and revised HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group.

The adoption of these new and revised HKFRSs has had no material effect on the amounts reported in these condensed consolidated results and/or disclosures set out in these condensed consolidated results. The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****3. SEGMENT INFORMATION**

During the period, the Group was principally engaged in sale of LED lighting fixtures and visual-audio system, provision of integrated LED lighting solution services, project consultancy and LED lighting system maintenance services. Information reported to the Group's chief operating decision maker, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole. The Group's resources are integrated and as a result, no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

**4. REVENUE**

Revenue includes the net invoiced value of goods sold, project consultancy and maintenance services rendered and contracts on LED lighting solution projects earned by the Group. The amounts of each significant category of revenue recognised during the respective periods are as follows:

	<b>For the three months ended 30 June</b>	
	<b>2021 (unaudited) HK\$'000</b>	2020 (unaudited) HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
<b>Revenue – at a point in time</b>		
Sale of LED lighting fixtures	17,128	8,073
Sale of visual-audio systems	126	–
<b>Revenue – over time</b>		
LED lighting system consultation and maintenance services	2,663	1,093
Integrated LED lighting solution services	1,405	2,342
	<b>21,322</b>	<b>11,508</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 5. PROFIT BEFORE INCOME TAX EXPENSE

The Group's profit before income tax expense is arrived at after charging:

	For the three months ended 30 June	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
<b>(a) Finance costs</b>		
Interest on lease liabilities	<u>44</u>	<u>53</u>
<b>(b) Other items</b>		
Costs of inventories recognised as expenses	7,058	3,553
Auditor's remuneration		
– Audit-related assurance services	143	125
Depreciation of property, plant and equipment		
– Administrative expenses	349	297
– Cost of sales	29	1
Amortisation of intangible assets	36	56
Depreciation of right-of-use assets	669	527
Leases expenses of other premises under short term leases	<u>24</u>	<u>23</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 6. EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' REMUNERATION

	For the three months ended 30 June	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
Fees, wages and salaries	5,152	5,145
Post-employment benefits – payment to defined contribution retirement plan	228	169
Other benefits	14	50
	<b>5,394</b>	<b>5,364</b>

### 7. INCOME TAX EXPENSE

The amount of income tax expense in the condensed consolidated statement of comprehensive income represents:

	For the three months ended 30 June	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
<b>Current tax</b>		
Hong Kong profits tax – current period	636	–
PRC enterprise income tax (“EIT”) – current period	413	373
Deferred income tax	(16)	(15)
	<b>397</b>	<b>358</b>
Total Income tax expense	<b>1,033</b>	<b>358</b>

#### Hong Kong profits tax

Hong Kong profits tax is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits during the period.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 7. INCOME TAX EXPENSE (Continued)

#### Hong Kong profits tax (Continued)

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5% (2021: 16.5%). The profits of corporations in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

#### PRC EIT

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

### 8. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	For the three months ended 30 June	
	2021 (unaudited) HK\$'000	2020 (unaudited) HK\$'000
<b>Earnings</b>		
Earnings for the purpose of basic earnings per share	5,464	1,304
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note)	1,000,000,000	1,000,000,000

Note:

Diluted earnings per share is same as basic earnings per share as there was no potential dilutive ordinary shares for the three months ended 30 June 2021 and 2020.

### 9. DIVIDENDS

The Board does not recommend the payment of interim dividend for the three months ended 30 June 2021 (three months ended 30 June 2020: nil).

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is principally engaged in provision of light-emitting diode (“LED”) lighting fixtures and integrated LED lighting solution services for retail stores of world-renowned end-user luxury brands mainly in the Asia market.

For the three months ended 30 June 2021, the Group recorded revenue of approximately HK\$21.3 million and profit attributable to the owners of the Company of approximately HK\$5.5 million, as compared to revenue of approximately HK\$11.5 million and profit attributable to owners of the Company of approximately HK\$1.3 million for the three months ended 30 June 2020. The Group considers the increase in revenue and profit attributable to owners of the Company were primarily attributable to the recovery from the adverse impact brought by novel coronavirus disease (“COVID-19”) in 2021 as the pandemic remained under control in Hong Kong and the PRC, compared to first half of 2020.

## FINANCIAL REVIEW

### Revenue

Our revenue increased by approximately HK\$9.8 million or 85.2%, from approximately HK\$11.5 million for the three months ended 30 June 2020 to approximately HK\$21.3 million for the three months ended 30 June 2021, as revenue from sale of LED lighting fixtures has increased due to the effect of recovery of economy from the COVID-19.

### Cost of Sales and Gross Profit

Our cost of sales comprise of components, staff costs, subcontracting fee and labour costs and overhead. The cost of sales increased by approximately HK\$3.8 million or 70.4%, from approximately HK\$5.4 million for the three months ended 30 June 2020 to approximately HK\$9.2 million for the three months ended 30 June 2021, which was in line with the increase of revenue.

With the increase in revenue, our gross profit increased by approximately HK\$6.0 million or 98.4%, from approximately HK\$6.1 million for the three months ended 30 June 2020 to approximately HK\$12.1 million for the three months ended 30 June 2021, and the gross profit margin increased from approximately 52.7% for the three months ended 30 June 2020 to approximately 56.9% for the three months ended 30 June 2021.

### Administrative Expenses

Our administrative expenses increased by approximately HK\$0.2 million or 3.6%, from approximately HK\$5.6 million for the three months ended 30 June 2020 to approximately HK\$5.8 million for the three months ended 30 June 2021. No material fluctuation was noted.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Income Tax Expense

Income tax expense has increased by approximately HK\$0.6 million or 150%, from approximately HK\$0.4 million for the three months ended 30 June 2020 to approximately HK\$1.0 million for the three months ended 30 June 2021. It is because the Group has increased revenue in both Hong Kong subsidiaries and PRC subsidiaries.

### Profit for the period

Profit for the period was approximately HK\$5.5 million for the three months ended 30 June 2021, compared to the profit for the period of approximately HK\$1.3 million for the three months ended 30 June 2020.

### Dividend

The Board does not recommend the payment of interim dividend for the three months ended 30 June 2021 (three months ended 30 June 2020: nil).

## OUTLOOK

### Future Development and Outlook

Our goal is to be one of the leading LED lighting solutions providers in Asia. The shares of the Company were successfully listed on GEM of the Stock Exchange of Hong Kong Limited on 25 January 2018 ("**Listing Date**"). The net proceeds from the share offer enables us to have sufficient financial resources to broaden our customer bases and achieve cost savings through setup of our own factory.

In addition, Asia (especially the PRC) continues to be the growth engines of the global economy. We expect that there will be rising domestic demand from renowned luxury brands. The Group will continue to grow despite the adverse impact brought by COVID-19 in 2021. However, we would expect to face various uncertainties and difficulties like transportation restrictions due to COVID-19. In response, the Group has regularly carried out assessments of the overall impact of the pandemic on its operations and has taken all possible contingency measures to contain such impact.

## OTHER INFORMATION

### DISCLOSURE OF INTERESTS

**(a) Interests and short positions of Directors and chief executive in the shares (the "Share(s)"), underlying Shares and debentures of the Company and our associated corporations**

As at the date of this report, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

*Long position in the Shares of the Company*

<u>Name of Directors</u>	<u>Nature of interest</u>	<u>Number of Shares</u>	<u>Approximate percentage of shareholding in our Company</u>
Mr. Tam Yat Ming Andrew <sup>(1)</sup>	Interest in controlled corporation <sup>(2)</sup>	490,000,000	49%

Notes:

- (1) On 11 August 2020, The Garage Investment Limited ("Garage Investment"), Eight Dimensions Investment Limited ("Eight Dimensions"), Mr. Tam Yat Ming Andrew ("Mr. Tam") and Mr. Yeung Wun Tang Andy ("Mr. Yeung") entered into a deed of termination (the "Termination Deed") to terminate the acting in concert arrangement under the Acting in Concert Agreement. Upon execution of the Termination Deed, Mr. Tam (and Garage Investment) and Mr. Yeung (and Eight Dimensions) are no longer deemed to be interested in each other's interest in the Shares.
- (2) 490,000,000 Shares are held by Mr. Tam indirectly through Garage Investment, which is wholly-owned by Mr. Tam.



## OTHER INFORMATION

### *Long position in the Shares of associated corporations*

<b>Name of Directors</b>	<b>Name of associated corporation</b>	<b>Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of shareholding</b>
Mr. Tam	Garage Investment	Beneficial owner	1	100.00%

Save as disclosed above and so far as is known to the Directors, as at the date of this report, none of the Directors nor chief executive of the Company had or was deemed to have any other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

### **(b) Interests and short positions of substantial shareholders in the Shares, Underlying Shares and debentures of the Company**

As at the date of this report, so far as is known to the Directors, the following entities and individuals (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions (directly or indirectly) in the Shares or underlying Shares of the Company that would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

### *Long position in the Shares*

<b>Name</b>	<b>Nature of interest</b>	<b>Number of Shares</b>	<b>Percentage of shareholding</b>
Eight Dimensions <sup>(1)</sup>	Beneficial owner	260,000,000	26%
Garage Investment <sup>(1)</sup>	Beneficial owner	490,000,000	49%
Mr. Yeung <sup>(1)</sup>	Interest in controlled corporation <sup>(2)</sup>	260,000,000	26%
Ms. Hung Ying <sup>(3)</sup>	Interest of spouse	260,000,000	26%
Ms. Ng Wing Sze <sup>(4)</sup>	Interest of spouse	490,000,000	49%

## OTHER INFORMATION

Note:

- (1) On 11 August 2020, Garage Investment, Eight Dimensions, Mr. Tam and Mr. Yeung entered into the Termination Deed to terminate the acting in concert arrangement under the Acting in Concert Agreement. Upon execution of the Termination Deed, Mr. Tam (and Garage Investment) and Mr. Yeung (and Eight Dimensions) are no longer deemed to be interested in each other's interest in the Shares.
- (2) 260,000,000 Shares are held by Mr. Yeung indirectly through Eight Dimensions, which is wholly-owned by Mr. Yeung.
- (3) Ms. Hung Ying is the spouse of Mr. Yeung. By virtue of the SFO, Ms. Hung Ying is deemed to be interested in the Shares in which Mr. Yeung is interested.
- (4) Ms. Ng Wing Sze is the spouse of Mr. Tam. By virtue of the SFO, Ms. Ng Wing Sze is deemed to be interested in the Shares in which Mr. Tam is interested.

Save as disclosed above and so far as is known to the Directors, as at the date of this report, none of the substantial or significant shareholders or other persons, other than the Directors and chief executive of the Company whose interests are set out in the section "Disclosure of interests – Interests and short positions of Directors and chief executive in Shares, underlying Shares and debentures of the Company and our associated corporations" above, had any interest or a short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was approved and conditionally adopted by the then shareholders of the Company by way of written resolutions on 22 December 2017.

No share options have been granted by the Company under the Share Option Scheme since its adoption.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors (the "**Code of Conduct**") on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules (the "**Required Standard Dealings**"). The Company had also made specific enquiry of all the Directors and each of them was in compliance with the Code of Conduct and Required Standard Dealings up to the date of this report.

### COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) has any business or interest in a business that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the three months ended 30 June 2021.

## OTHER INFORMATION

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the three months ended 30 June 2021.

### CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the shareholders.

The Company has adopted the Corporate Governance Code (the "CG Code") as stated in Appendix 15 of the GEM Listing Rules except for the deviation from code provision A2.1 of the CG Code.

Pursuant to code provision A.2.1 of the CG Code, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. In view of Mr. Tam Yat Ming Andrew, being the founder of the Group and his experience and his roles in the Group, the Board considers it beneficial to the business prospect and operational efficiency of the Group that Mr. Tam Yat Ming Andrew acts as the chairman of the Board (the "Chairman") and continues to act as the CEO.

The Directors consider that the current structure does not impair the balance of power and authority between the Board and the management of the Company given the appropriate delegation of the power of the Board and the effective functions of the independent non-executive Directors. The Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of Chairman and CEO is necessary.

The Chairman is responsible for the Group's strategic planning and the management of the operations of the Board, while the CEO takes the lead in the Group's operations and business development. There is a clear division of responsibilities between the Chairman and CEO of the Company which provides a balance of power and authority.

### EVENTS AFTER THE REPORTING PERIOD

The Group does not have any material subsequent events after the reporting period and up to the date of this report.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the date of this report.

## OTHER INFORMATION

### AUDIT COMMITTEE

The financial information in this report has not been audited by the auditor of the Company. Pursuant to Rule 5.28 of the GEM Listing Rules, the Company established the audit committee (the "**Audit Committee**") with written terms of reference aligned with the provision of the code provisions set out in Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Li Chun Hung (Chairman), Mr. Ha Yiu Wing and Dr. Wilson Lee, being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Company for the three months ended 30 June 2021 and is of the opinion that such results complied with the applicable accounting standards and the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

By Order of the Board  
**IMS Group Holdings Limited**  
**Tam Yat Ming Andrew**  
*Chairman and Chief Executive Officer*

Hong Kong, 10 August 2021

*As at the date of this report, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Mr. Lo King Shun as Executive Directors, Mr. Li Chun Hung, Mr. Ha Yiu Wing and Dr. Wilson Lee as Independent Non-executive Directors.*