

HANVEY GROUP HOLDINGS LIMITED

恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8219



2021

Third Quarterly Report
第三季度報告

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 the GEM are generally small and mid-sized companies, there is a risk that securities traded on the 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 the GEM.

Hong Kong Exchange and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This quarterly report, for which the directors (the "Directors") of Hanvey 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. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this quarterly report is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this quarterly report misleading.

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Summary

- Revenue for the nine months ended 30 September 2021 amounted to approximately HK\$149.41 million (nine months ended 30 September 2020: approximately HK\$89.45 million), representing an increase of approximately 67.03% as compared with that for the corresponding period in 2020.
- Profit attributable to owners of the Company for the nine months ended 30 September 2021 amounted to approximately HK\$2.23 million (Loss attributable to owners of the Company for nine months ended 30 September 2020: approximately HK\$13.68 million).
- Basic earning per share for the nine months ended 30 September 2021 amounted to approximately HK0.23 cent (Basic loss per share for nine months ended 30 September 2020: HK1.37 cent).

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited)

The board of directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 30 September 2021 together with the comparative unaudited figures for the corresponding period in 2020, as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	3	52,536	43,588	149,413	89,450
Cost of sales		(34,809)	(32,517)	(105,769)	(66,401)
Gross profit		17,727	11,071	43,644	23,049
Other income, gains and losses		261	(71)	1,772	1,151
Selling and distribution expenses		(815)	(755)	(2,856)	(2,550)
Administrative expenses		(11,701)	(10,146)	(35,851)	(31,688)
Finance costs		(1,282)	(1,390)	(3,751)	(3,638)
Profit (loss) before taxation	5	4,190	(1,291)	2,958	(13,676)
Income tax expenses	6	(683)	–	(683)	–
Profit (loss) for the period		3,507	(1,291)	2,275	(13,676)
Other comprehensive income					
Exchange differences arising on translation		45	2,343	1,831	2,925
Other comprehensive income for the period, net of tax		45	2,343	1,831	2,925
Total comprehensive income (loss) for the period		3,552	1,052	4,106	(10,751)
Profit (loss) for the period attributable to:					
Owners of the Company		3,507	(1,291)	2,275	(13,676)
Total comprehensive income (loss) for the period attributable to:					
Owners of the Company		3,552	1,052	4,106	(10,751)
Earning (loss) per share – basic and diluted	8	HK0.35 cent	HK(0.13) cent	HK0.23 cent	HK(1.37) cent

Condensed Consolidated Statement of Changes in Equity

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserves (Note (a)) HK\$'000	Other reserves (Note (b)) HK\$'000	Retained earnings HK\$'000	Total HK\$'000
Balance at 31 December 2019 (audited)	10,000	42,344	(52)	1,000	9,685	62,977
Loss for the period	-	-	-	-	(13,676)	(13,676)
Other comprehensive loss	-	-	2,925	-	-	2,925
Total comprehensive income (loss)	-	-	2,925	-	(13,676)	(10,751)
Balance at 30 September 2020 (unaudited)	10,000	42,344	2,873	1,000	(3,991)	52,226
Balance at 31 December 2020 (audited)	10,000	42,344	3,001	1,000	(16,523)	39,822
Profit for the period	-	-	-	-	2,275	2,275
Other comprehensive income	-	-	1,831	-	-	1,831
Total comprehensive income	-	-	1,831	-	2,275	4,106
Balance at 30 September 2021 (unaudited)	10,000	42,344	4,832	1,000	(14,248)	43,928

Notes:

- (a) The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.
- (b) The other reserve is according to the reorganisation and pursuant to the Sale and Purchase Agreement of 3 Wells Watch Industries Limited dated 4 August 2017, Precise Time Global Limited acquired 1,000,000 ordinary shares of 3 Wells Watch Industries Limited (representing the entire issued share capital of 3 Wells Watch Industries Limited) from Million Easy Enterprises Limited, and in consideration thereof, Beyond Blossom Investments Limited allotted and issued one share, credited as fully paid, to the Company as directed by Million Easy Enterprises Limited.

Notes to the Condensed Consolidated Financial Statements

For the nine months ended 30 September 2021

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 12 June 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 Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Units 3, 5 and 6, 15th Floor, Tower One, Ever Gain Plaza, No. 88 Container Port Road, Kwai Chung, New Territories, Hong Kong. Its ultimate holding company and immediate holding company is Million Easy Enterprises Limited, a company incorporated in the British Virgin Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing (“ODM”) basis for watch manufacturers, brand owners and watch importers across the global.

The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 12 July 2018 (the “**Listing Date**”).

The unaudited condensed consolidated financial statements are presented in (“**HK\$**” or “**HKD**”) which is also the functional currency of the Company and its subsidiaries. All values are rounded to the nearest thousand (“**HK\$’000**”), except where otherwise indicated.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

This unaudited condensed consolidated quarterly financial statements for the nine months ended 30 September 2021 are prepared in accordance with Hong Kong Financial Reporting Standard (“**HKFRSs**”) which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and interpretations issued by the Hong Kong Institutes of Certified Public Accountants (“**HKICPA**”). The unaudited condensed consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

This quarterly report does not include all the notes of the type normally included in an annual financial report. Accordingly, this quarterly report is to be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2020 (the “**2020 Financial Statements**”).

The accounting policies adopted are consistent with those of the financial statement for the year ended 31 December 2020, as described in the Accountant’s Report. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group.

Notes to the Condensed Consolidated Financial Statements

For the nine months ended 30 September 2021

3. REVENUE AND SEGMENT INFORMATION

Information reported to the chief executive officer of the Company, being the chief operating decision makers (“CODMs”) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group currently operates in the manufacturing and trading business of watches. A single management team reports to the CODMs who comprehensively manages the entire business. Accordingly, the Group does not have separate reportable segments.

Geographical information

The Group’s revenue is mainly derived from customers located in the Indonesia, Brazil, India, Hong Kong and Australia. The Group’s revenue by the geographical location of the customers, determined based on the location to which the Group bills the customers, is detailed below:

	Three months ended 30 September		Nine months ended 30 September	
	2021 HK\$’000 (unaudited)	2020 HK\$’000 (unaudited)	2021 HK\$’000 (unaudited)	2020 HK\$’000 (unaudited)
Hong Kong	2,839	1,520	8,370	16,801
Brazil	5,498	2,812	13,460	10,921
India	3,435	5,879	9,086	6,991
Saudi Arabia	296	3,287	3,346	6,232
Indonesia	35,550	22,995	99,823	32,404
Australia	1,112	1,445	4,644	1,791
Turkey	–	1,038	2,749	1,038
UAE	324	593	1,207	1,944
Others (Note)	3,482	4,019	6,728	11,328
	52,536	43,588	149,413	89,450

Note: Other geographical locations are mainly located in Bangladesh, Germany and Thailand.

Notes to the Condensed Consolidated Financial Statements

For the nine months ended 30 September 2021

4. REVENUE

	Three months ended 30 September		Nine months ended 30 September	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Finished watches	33,377	36,803	86,634	71,058
SKD kits	8,406	6,717	24,069	16,712
Watch parts	10,753	68	38,710	1,680
	52,536	43,588	149,413	89,450

5. PROFIT/(LOSS) BEFORE TAXATION

	Three months ended 30 September		Nine months ended 30 September	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Depreciation of property, plant and equipment	982	57	2,450	2,089

Notes to the Condensed Consolidated Financial Statements

For the nine months ended 30 September 2021

6. INCOME TAX EXPENSE

The subsidiary of the Group established in the PRC is generally subject to PRC Enterprise Income Tax (“EIT”) on its taxable income at an income tax rate of 25% for both periods.

	Three months ended 30 September		Nine months ended 30 September	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Tax charge comprises:				
Current tax				
– Hong Kong Profits Tax	683	–	683	–
– PRC EIT	–	–	–	–
	683	–	683	–

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The Group is subjected to Hong Kong Profits Tax at a rate of 16.5% (2020: 16.5%) for the nine months ended 30 September 2021.

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. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

One of the subsidiaries of the Company is subject to Hong Kong Profits Tax at the rate of 8.25% for the first HK\$2 million of estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Other subsidiaries of the Company are subjected to Hong Kong Profits Tax at the rate of 16.5% for the nine months ended 30 September 2021 and 2020.

7. DIVIDEND

The Board decided not to declare any dividend for the nine months ended 30 September 2021 (2020: Nil).

Notes to the Condensed Consolidated Financial Statements

For the nine months ended 30 September 2021

8. EARNING/(LOSS) PER SHARE

The calculation of loss per share for the nine months ended 30 September 2021 and 30 September 2020 are based on the profit for the period attributable to equity owners of the Company of approximately HK\$2.28 million and loss for the period attributable to equity owners of the Company of approximately HK\$13.68 million respectively, and on the basis of 1,000,000,000 shares of the Company in issue, being the number of shares in issue immediately after the completion of listing as described in the session headed "Share Capital" of the Prospectus, as if these shares had been issued throughout the period.

Diluted earnings per share were same as the basic loss per share as there were no potential dilutive ordinary shares in existence during the period.

9. RELATED PARTY TRANSACTIONS

During the reporting period, the Group entered into related parties transactions:

Name of related parties	Notes	Nature of transaction	Nine months ended 30 September	
			2021 HK\$'000	2020 HK\$'000
Recurring:				
Mr. Cheuk Sin Cheong, Clement (" Mr. Cheuk ")	(b)	Rental expense	540	540
Smart Hill Enterprises Limited (" Smart Hill ")	(a)	Rental income	65	117
	(a)	SKD kits income	603	–

Notes:

- (a) Smart Hill is connected person which is wholly-owned by the close relative of a Director.
- (b) Mr. Cheuk, a Director of the Company.

Management Discussion and Analysis

BUSINESS REVIEW

Hanvey Group Holdings Limited (the “**Company**”), and its subsidiaries (collectively refer to as the “**Group**”) are principally engaged in design and development, manufacturing and distribution of watch products on original design manufacturing basis for watch manufacturers, brand owners and watch importers across the globe.

The Group derives revenue mainly from the sale of: (i) finished watches, (ii) semi-knocked-down kit, and (iii) watch parts.

For the nine months ended 30 September 2021 (the “**Period**”), the Group’s revenue amounted to approximately HK\$149.41 million, increased by approximately 67.03% when compared with that for the corresponding period of 2020.

The Hong Kong Trade Development Council (“**HKTDC**”) used to conduct a survey every quarter, which involves interviewing 500 local exporters from six major industries that include machinery, electronics, jewellery, watches and clocks, toys and clothing to gauge their business confidence on near-term export prospects. According to the HKTDC’s research entitled: “HKTDC Export Index 3Q21: Threat of Covid-19 Variants Triggers Decline in Exporter Confidence Over the Near Term” dated 14 September 2021, the HKTDC Export Index (the “**Index**”) rose from 25.1 in the third quarter of 2020 (“**3Q20**”) to 39.0 in the third quarter of 2021 (“**3Q21**”).

The HKTDC reported that, overall, a broad improvement in the economy was evident across all the major industry sectors, with timepieces rose from 21.6 in 2Q20 to 38.2 in 2Q21.

Turning to the performance of the major markets, the HKTDC reported that the Asian region continued to be seen as having the best prospects.

With a number of COVID-19 vaccines now being successfully rolled out in many countries, hopes of a further recovery are high among exporters. Accordingly, for 3Q21, the HKTDC Export Index recorded an increase of 16.6 points, rose from 21.6 in 2Q20 to 38.2 in 3Q21. Given the sustained nature of the upturn, it is expected that Hong Kong’s overall export performance will return to continuous growth in the near term.

PROSPECTS

Following its weakest performance since the global financial crisis, the world economy is poised for a modest rebound in 2021. Market sentiment has been boosted by tentative signs: intermittent favourable news on the US-PRC trade negotiations and central banks’ shifting toward accommodative monetary policy.

The outbreak of the novel coronavirus (COVID-19) pandemic is casting an adverse impact to the world with social and economic activities mostly halted in the seriously affected countries and territories. Although most international trade fairs have been cancelled or postponed due to the COVID-19 pandemic, we can continue reaching out to overseas buyers via online fairs and platforms.

It must be emphasized that the growth will be gradual and will depend to a large extent on how the global economy performs and whether the COVID-19 situation is under control. Given the improved growth outlook for key external economies, as well as a further easing of global and domestic public health measures with the availability of vaccines, the watch market is expected to return to growth in 2021.

We intend to continue to focus on the core business, take efforts in strengthening our product design and developing capability to maximise the long term returns of the shareholders of the Company.

Management Discussion and Analysis

FINANCIAL REVIEW

For the nine months ended 30 September 2021 (the “**Period**”), the Group recorded a gross profit of approximately HK\$43.64 million, represents an increase of approximately 89.33% when compared with that for the same period in 2020, mainly due to the availability of vaccines in January 2021, and the decrease in the number of infections in some Asian countries. Hence, the demand for our products has gradually increased. The selling and distribution expenses increased by approximately HK\$0.31 million or approximately 12.16% from approximately HK\$2.55 million for the nine months ended 30 September 2020 to approximately HK\$2.86 million for the Period. The increase was mainly due to the increase in packing expenses. The administrative expenses increased by approximately HK\$4.16 million or approximately 13.13% from approximately HK\$31.69 million for the nine months ended 30 September 2020 to approximately HK\$35.85 million for the Period. The increase was mainly due to the relocation cost to the new factory located in Shenzhen and the increase in staff salaries. The finance costs increased by approximately HK\$0.11 million or approximately 3.02% from approximately HK\$3.64 million for the nine months ended 30 September 2020 to approximately HK\$3.75 million for the Period. The increase was mainly due to the Group obtaining more bank facilities to maintain its normal operation during the business down turn cycle.

DIVIDENDS

The Board decided not to declare any dividend for the Period.

CAPITAL STRUCTURE

There has been no change in the Company’s capital structure during the Period. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group’s capital structure regularly.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2021, the Group had cash and cash equivalents of approximately HK\$11.64 million (as at 30 September 2020: HK\$4.45 million). The current ratios (current asset divided by current liabilities) of the Group were approximately 1.08 times and 1.16 times as at 30 September 2021 and 30 September 2020, respectively.

The Directors are of the view that at the date of this quarterly report, the Group’s financial resources are sufficient to support its business and operations.

As at 30 September 2021, the gearing ratio of the Group, (calculated by total bank borrowings less pledged bank deposits and cash and bank balances as a percentage of total equity) was approximately 193% (30 September 2020: 268%).

COMMITMENTS

As at 30 September 2021, the Group had no capital commitments.

Management Discussion and Analysis

PLEDGE OF ASSETS

At the end of the Period, the following assets were pledged to bank to secure the Group's banking facilities:

	HK\$'000
Property, plant and equipment	55,080
Financial assets at fair value through profit or loss	18,021
Investment properties	10,748
Pledged bank deposits	46,636
	130,485

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2021, we had a total of 114 employees (30 September 2020: 113). The Company determines employees' salaries based on each employee's qualifications, position and seniority. Our Group has established an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions.

FOREIGN EXCHANGE EXPOSURE

The Group's purchases are denominated in Hong Kong Dollars. The sales of the Group are predominantly in United States Dollars, Renminbi and Hong Kong Dollars. The Group will review and monitor from time to time the risk relating to foreign exchanges.

During the Period, the Group neither took part in any derivatives activities nor entered into any hedging activities in respect of foreign exchange risk.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2021 (31 December 2020: Nil).

EVENTS AFTER THE REPORTING PERIOD

An extraordinary general meeting will be held on Wednesday, 17 November 2021 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

- (a) every ten (10) issued and unissued existing ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.10 each (each a "**Consolidated Share**") and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the "**Share Consolidation**");
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the "**Director(s)**") may think fit; and
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem necessary, desirable or expedient to complete, implement and give effect to the Share Consolidation.

Management Discussion and Analysis

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Futures Ordinance (“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 or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares of the Company:

Name of Director	Capacity/Nature of Interest	Long position	
		Number of ordinary shares	Percentage of total number of shares
Mr. Cheuk Sin Cheong, Clement (“Mr. Cheuk”) (Note)	Interest in controlled corporation	620,000,000	62%
Ms. Au Corona Ching Mei M.H. (“Mrs. Cheuk”) (Note)	Interest in controlled corporation	620,000,000	62%

Note: 620,000,000 shares of the Company are registered in the name of Million Easy Enterprises Ltd. (“Million Easy”), the entire issued share capital of which are legally and beneficially owned by Mr. Cheuk and Mrs. Cheuk in equal shares. Under the SFO, both Mr. Cheuk and Mrs. Cheuk are deemed to be interested in all the shares of the Company held by Million Easy.

Long position in the ordinary shares of associated corporation:

Name of Director	Name of associated corporation	Capacity/Nature of Interest	Long position	
			Number of ordinary shares	Percentage of total number of shares
Mr. Cheuk	Million Easy	Beneficial Interest	1	50%
Mrs. Cheuk	Million Easy	Beneficial Interest	1	50%

Save as disclosed above, as at 30 September 2021, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

Management Discussion and Analysis

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2021, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long position in shares of the Company:

Name	Capacity/Nature of Interest	Long position	
		Number of ordinary shares	Percentage of total number of shares
Million Easy	Beneficial Interest	620,000,000	62%

Save as disclosed above, as at 30 September 2021, the Directors are not aware of any other persons/entities (other than a Director) who had, or were deemed or taken to have any interests or short position in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

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

During the Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There was no significant investment, material acquisition and disposal of subsidiaries, associates and joint ventures by the Company for the Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this quarterly report, the Group did not have other plans for material investments or capital assets for the coming year.

Management Discussion and Analysis

SHARE OPTION SCHEME

The Company has a share option scheme (the “**Scheme**”) which was approved and adopted by the shareholders of the Company by way of written resolutions passed on 20 June 2018. The Scheme shall be valid and effective for a period of 10 years and will expire on 19 June 2028. The purpose of the Scheme is to provide incentives or rewards to participants for their contribution to our Group and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group and any entity in which our Group holds any equity interest.

Under the Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares in issue at any point in time, without prior approval from the Company’s shareholders. The Company may not grant any options if the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes exceeds 30% of the Shares in issue from time to time. Options granted to the substantial shareholders or Independent Non-executive Directors of the Company in excess of 0.1% of the Company’s share capital or with a value in excess of HK\$5,000,000 must be approved in advance by the Company’s shareholders. The option will be offered for acceptance for a period of not less than five trading days from the date on which the option is granted. Upon acceptance of the option, Directors and eligible employees of the Company shall pay HK\$1.00 to the Company by way of consideration for the grant.

Options may be exercised at any time from the date of grant of the share option to the tenth anniversary of the date of grant. The exercise price is determined by the Board of Directors of the Company, and will not be less than the highest of (i) the nominal value of the Company’s share; (ii) the closing price of the Shares on the date of grant; and (iii) the average closing price of the Shares for the five business days immediately preceding the date of grant. No share options have been granted since the adoption of the Scheme and during the nine months ended 30 September 2020 and 2021.

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the management shareholders or substantial shareholders of the Company or any of its respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the Period.

INTEREST OF COMPLIANCE ADVISER

As at 30 September 2021, except for the compliance adviser agreement entered into between the Company and TC Capital International Limited (“**TC Capital**”) dated 23 February 2018 (“**Compliance Adviser Agreement**”), neither TC Capital nor any of its directors, employees or close associates had any interest in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) pursuant to Rule 6A.32 of the GEM Listing Rules.

The Compliance Adviser Agreement was terminated on 31 March 2021.

Management Discussion and Analysis

CORPORATE GOVERNANCE CODE

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 15 to the GEM Listing Rules throughout the Period, except for the deviation as specified and explained below with considered reasons for such deviations.

Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Cheuk Sin Cheong Clement is currently both the chairman of our Board and the chief executive officer of our Company. In view of the fact that Mr. Cheuk has been assuming the day-to-day responsibilities in operating and managing our Group since 1986 and the rapid development of our Group, the Board believes that with the support of Mr. Cheuk’s extensive experience and knowledge in the business of the Group, vesting the roles of both the chairman of our Board and the chief executive officer of our Company in Mr. Cheuk strengthens the solid and consistent leadership and thereby allows for efficient business planning and decision which is in the best interest to our Group.

The Directors consider that the deviation from provision A.2.1 of the Corporate Governance Code is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that this management structure is effective for our Group’s operations, and sufficient checks and balances are in place.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, the Company confirms that the Directors have complied with required standard of dealings and its code of conduct regarding securities transactions by Directors throughout the Period.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 20 June 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and paragraph C.3 of the Corporate Governance Code. The members of the Audit Committee comprise Mr. Yu Sau Ning, Homer M.H., Mr. Zhao Zhipeng and Ms. Yee Wai Fong, Wendy. The chairperson of the Audit Committee is Mr. Yu Sau Ning, Homer M.H..

The primary duties of the Audit Committee are mainly to make recommendations to our Board on the appointment and removal of the external auditor, review the financial statements and related materials and provide advice in respect of the financial reporting process and oversee the internal control procedures of our Group.

The financial information in this quarterly report has not been audited by the auditor of the Company, but the Audit Committee has reviewed the unaudited consolidated results of the Group for the Period, which the Audit Committee was of the opinion that such results have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules, and that adequate disclosures have been made.

Management Discussion and Analysis

FORWARD LOOKING STATEMENTS

This quarterly report contains forward-looking statements in relation to financial conditions, results of operation and business of the Group. These statements are based on numerous assumptions regarding our Group's present and future business strategy and the environment in which our Group will operate in the future. These forward-looking statements reflecting our Group's current views with respect to future events are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions.

By order of the Board
HANVEY GROUP HOLDINGS LIMITED
Cheuk Sin Cheong, Clement
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 November 2021

As at the date of this quarterly report, the Executive Directors are Mr. Cheuk Sin Cheong Clement and Ms. Au Corona Ching Mei M.H.; and the Independent Non-executive Directors are Mr. Yu Sau Ning, Homer M.H., Mr. Zhao Zhipeng, Ms. Yee Wai Fong, Wendy and Dr. Liu Ngai Wing.

HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司