

LEGENDARY GROUP LIMITED

創天傳承集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8195

2021

第三季度業績報告 ·
Third Quarterly Report

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 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 Legendary Group 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 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.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

香港交易及結算有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告遵照聯交所**GEM**證券上市規則（「**GEM**上市規則」）的規定提供有關創天傳承集團有限公司（「本公司」）的資料。本公司各董事（「董事」）共同及個別地對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, World Interests Building, 8 Tsun Yip Lane,
Kwun Tong, Hong Kong

EXECUTIVE DIRECTORS

Mr. Yuen Yu Sum (*Chairman*)
Mr. Chan Lap Jin Kevin
Mr. Lau Chun Kavan
(resigned on 27 October 2021)

NON-EXECUTIVE DIRECTORS

Mr. Law Wing Chung
(appointed on 2 June 2021)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kim Fai Eddie
Mr. Ng Chi Ho Dennis
Mr. Chung Chin Kwan
Mr. Chung Kwok Pan
(appointed on 2 June 2021)
Mr. Leung Kai Cheong Kenneth
(appointed on 7 December 2021)

AUDIT COMMITTEE

Mr. Chan Kim Fai Eddie (*Chairman*)
Mr. Ng Chi Ho Dennis
Mr. Chung Chin Kwan

開曼群島註冊辦事處

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

香港總部及主要經營地點

香港觀塘
駿業里8號世貿大樓5樓

執行董事

袁裕深先生 (*主席*)
陳立展先生
劉俊先生
(於二零二一年十月二十七日辭任)

非執行董事

羅永聰先生
(於二零二一年六月二日獲委任)

獨立非執行董事

陳劍輝先生
吳志豪先生
鍾展坤先生
鍾國斌先生
(於二零二一年六月二日獲委任)
梁繼昌先生
(於二零二一年十二月七日獲委任)

審核委員會

陳劍輝先生 (*主席*)
吳志豪先生
鍾展坤先生

REMUNERATION COMMITTEE

Mr. Chung Chin Kwan (*Chairman*)
Mr. Ng Chi Ho Dennis
Mr. Law Wing Chung
(appointed on 7 December 2021)
Mr. Lau Chun Kavan
(resigned on 27 October 2021)

NOMINATION COMMITTEE

Mr. Chung Chin Kwan (*Chairman*)
Mr. Ng Chi Ho Dennis
Mr. Law Wing Chung
(appointed on 7 December 2021)
Mr. Lau Chun Kavan
(resigned on 27 October 2021)

AUTHORISED REPRESENTATIVES

Ms. Fung Yuk Yiu
(appointed on 9 September 2021)
Mr. Yuen Yu Sum
(appointed on 27 October 2021)
Mr. Leung Tze Wai
(resigned on 9 September 2021)
Mr. Lau Chun Kavan
(resigned on 27 October 2021)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Union Registrar Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

薪酬委員會

鍾展坤先生 (*主席*)
吳志豪先生
羅永聰先生
(於二零二一年十二月七日獲委任)
劉俊先生
(於二零二一年十月二十七日辭任)

提名委員會

鍾展坤先生 (*主席*)
吳志豪先生
羅永聰先生
(於二零二一年十二月七日獲委任)
劉俊先生
(於二零二一年十月二十七日辭任)

授權代表

馮鈺堯女士
(於二零二一年九月九日獲委任)
袁裕深先生
(於二零二一年十月二十七日獲委任)
梁子煒先生
(於二零二一年九月九日辭任)
劉俊先生
(於二零二一年十月二十七日辭任)

開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
Dah Sing Bank
DBS Bank (Hong Kong) Limited

COMPANY SECRETARY

Ms. Fung Yuk Yiu
(appointed on 9 September 2021)
Mr. Leung Tze Wai
(resigned on 9 September 2021)

AUDITOR

MCM (HK) CPA Limited
Certified Public Accountants

COMPANY'S WEBSITE

www.legendarygp.com.hk

STOCK CODE

8195

主要往來銀行

中國建設銀行(亞洲)股份有限公司
大新銀行
星展銀行(香港)有限公司

公司秘書

馮鈺堯女士
(於二零二一年九月九日獲委任)
梁子煒先生
(於二零二一年九月九日辭任)

核數師

長盈(香港)會計師事務所有限公司
執業會計師

公司網站

www.legendarygp.com.hk

股份代號

8195

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

The board (the "Board") of Directors is pleased to present 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 31 December 2021 (the "Third Quarterly Financial Statements") together with the unaudited comparative figures for the corresponding period in 2020 as follows:

董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零二一年十二月三十一日止三個月及九個月的未經審核簡明綜合業績（「第三季度財務報表」），連同二零二零年同期的未經審核比較數字如下：

| | | Three months ended 31 December | | Nine months ended 31 December | |
|-----------------------------------------------------------------|--------------------|-----------------------------------|-------------|----------------------------------|-------------|
| | | 截至十二月三十一日止三個月 | | 截至十二月三十一日止九個月 | |
| | | 2021 | 2020 | 2021 | 2020 |
| | | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| NOTES | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 附註 | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Revenue | 收益 | 32,606 | 33,969 | 84,100 | 73,466 |
| Cost of sales | 銷售成本 | (7,049) | (6,801) | (16,356) | (24,611) |
| Other income | 其他收入 | 4,147 | 229 | 5,791 | 535 |
| Other gains and losses, net | 其他收益及虧損，淨額 | (1,634) | - | (4,352) | 522 |
| Selling and distribution expenses | 銷售及分銷開支 | (1,035) | (1,731) | (3,099) | (1,775) |
| Administrative expenses | 行政開支 | (12,031) | (4,533) | (28,125) | (12,626) |
| Share of result of an associate | 分佔一間聯營公司業績 | - | 1,048 | - | 3,804 |
| Finance costs | 財務成本 | (462) | (668) | (2,075) | (1,906) |
| Profit before taxation | 除稅前溢利 | 14,542 | 21,513 | 35,884 | 37,409 |
| Income tax expense | 所得稅開支 | (2,382) | (3,696) | (5,720) | (6,483) |
| Profit and the total comprehensive income for the period | 期內溢利及全面收益總額 | 12,160 | 17,817 | 30,164 | 30,926 |

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

| | | Three months ended 31 December | | Nine months ended 31 December | |
|-----------------------------------------------------------------------------------------------|----------------------------|-----------------------------------|-------------|----------------------------------|-------------|
| | | 截至十二月三十一日止三個月 | | 截至十二月三十一日止九個月 | |
| | | 2021 | 2020 | 2021 | 2020 |
| | | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| NOTES | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 附註 | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Profit (loss) and total comprehensive income (expense) for the period attributable to: | 以下人士應佔期內溢利(虧損)及全面收益(開支)總額: | | | | |
| Owners of the Company | 本公司擁有人 | 12,163 | 17,823 | 30,184 | 31,267 |
| Non-controlling interests | 非控股權益 | (3) | (6) | (20) | (341) |
| | | 12,160 | 17,817 | 30,164 | 30,926 |
| | | HK cent | HK cent | HK cent | HK cent |
| | | 港仙 | 港仙 | 港仙 | 港仙 |
| Earnings per share | 每股盈利 | | | | |
| Basic | 基本 | 3.39 | 6.83 | 8.97 | 12.13 |
| Diluted | 攤薄 | 3.17 | 6.83 | 8.34 | 12.13 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 31 December 2020 截至二零二零年十二月三十一日止九個月

Attributable to owners of the Company
本公司擁有人應佔

| | | Share capital | Share premium | Fair value reserve | Translation reserve | Special reserve | Other reserve | (Accumulated losses)/ retained profits (累計虧損)/ | Total | Non-controlling interests | Total equity |
|-----------------------------------------------------------------------|-------------------------|-----------------------|-------------------------|--------------------------|-------------------------|--------------------------------------------------|----------------------------------------------------|---------------------------------------------------|-----------------------|---------------------------|-------------------------|
| | | 股本 HK\$'000 千港元 | 股份溢價 HK\$'000 千港元 | 公平值儲備 HK\$'000 千港元 | 匯兌儲備 HK\$'000 千港元 | 特別儲備 HK\$'000 千港元 (Note (i)) (附註(i)) | 其他儲備 HK\$'000 千港元 (Note (ii)) (附註(ii)) | 保留溢利 HK\$'000 千港元 | 總計 HK\$'000 千港元 | 非控股權益 HK\$'000 千港元 | 權益總額 HK\$'000 千港元 |
| As at 1 April 2020 (audited) | 於二零二零年四月一日 (經審核) | 51,200 | 618,133 | (21,924) | - | 28,431 | 4,327 | (627,590) | 52,577 | (2,598) | 49,979 |
| Profit (loss) and total comprehensive income (expense) for the period | 期內溢利(虧損)及全面 收入(開支)總額 | - | - | - | - | - | - | 31,267 | 31,267 | (341) | 30,926 |
| Capital reorganisation | 股本重組 | (51,072) | (618,133) | - | - | - | - | 669,205 | - | - | - |
| Placing of shares | 股份配售 | 26 | 88,289 | - | - | - | - | - | 88,315 | - | 88,315 |
| At 31 December 2020 (unaudited) | 於二零二零年十二月三十一日 (未經審核) | 154 | 88,289 | (21,924) | - | 28,431 | 4,327 | 72,882 | 172,159 | (2,939) | 169,220 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 31 December 2021 截至二零二一年十二月三十一日止九個月

Attributable to owners of the Company
本公司擁有人應佔

| | Share capital | Share premium | Fair value reserve | Share option reserve | Special reserve | Other reserve | (Accumulated losses)/ | Total | Non-controlling interests | Total equity | |
|------------------------------------------------------|-------------------------|---------------|--------------------|----------------------|-----------------------|-------------------------|-----------------------|----------|---------------------------|--------------|----------|
| | | | | | | | retained profits | | | | |
| | 股本 | 股份溢價 | 公平值儲備 | 購股權儲備 | 特別儲備 | 其他儲備 | 保留溢利 | 總計 | 非控股權益 | 權益總額 | |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | | | | (Note (i)) (附註(i)) | (Note (ii)) (附註(ii)) | (累計虧損)/ | | | | |
| As at 1 April 2021 (audited) | 於二零二一年四月一日 (經審核) | 154 | 78,152 | (21,924) | 5,437 | 28,431 | 4,327 | 82,181 | 176,758 | (2,739) | 174,019 |
| Profit and total comprehensive income for the period | 期內溢利及全面收入總額 | - | - | - | - | - | - | 30,184 | 30,184 | (20) | 30,164 |
| Acquisition of a subsidiary | 收購一間附屬公司 | 24 | 33,226 | - | - | - | - | - | 33,250 | - | 33,250 |
| Disposal of subsidiary | 出售附屬公司 | - | - | - | - | - | - | - | - | 2,739 | 2,739 |
| Exercise of share options | 行使購股權 | 1 | 2,269 | - | - | - | - | - | 2,270 | - | 2,270 |
| Annual dividend | 年度股息 | - | (12,881) | - | - | - | - | - | (12,881) | - | (12,881) |
| Interim dividend | 中期股息 | - | (13,442) | - | - | - | - | - | (13,442) | - | (13,442) |
| At 31 December 2021 (unaudited) | 於二零二一年十二月三十一日 (未經審核) | 179 | 87,324 | (21,924) | 5,437 | 28,431 | 4,327 | 112,365 | 216,139 | (20) | 216,119 |

Notes:

附註：

- (i) Special reserve represented the difference between the nominal amount of the share capital and share premium issued by a former subsidiary of the Company and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation.
- (ii) Other reserve arose from the waiver of loan from a controlling shareholder of the Company in previous periods.
- (i) 特別儲備指本公司一間前附屬公司所發行股本的面值及股份溢價與本公司根據集團重組所發行股本面值之間的差額。
- (ii) 其他儲備產生自本公司一名控股股東於過往期間豁免貸款。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

1. GENERAL INFORMATION

The Company changed its name from L & A International Holdings Limited to Legendary Group Limited on 31 August 2021.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares have been listed on the GEM of The Stock Exchange since 10 October 2014. The addresses of the registered office and the principal place of business of the Company are P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands and 5/F., World Interest Building, 8 Tsun Yip Lane, Kwun Tong, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of OEM garment products; retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand; provision of loan services; wholesaling of seafood; provision of financial quotient and investment education courses; property investment and provision of private supplementary education services.

1. 一般資料

本公司於二零二一年八月三十一日由樂亞國際控股有限公司更名為創天傳承集團有限公司。

本公司在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零一四年十月十日起於聯交所GEM上市。本公司的註冊辦事處及主要營業地點的地址分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands及香港觀塘駿業里8號世貿大樓5樓。

本公司為投資控股公司。本集團主要從事製造及銷售原設備製造服裝產品；在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；提供貸款服務；批發海鮮；提供財商及投資教育課程；物業投資及提供私立輔助教育服務。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

2. BASIS OF PREPARATION

The Third Quarterly Financial Statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The Third Quarterly Financial Statements have been prepared on the historical cost basis except for certain equity investments and securities and investment properties that are measured at fair values. The Third Quarterly Financial Statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Group.

The Third Quarterly Financial Statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual report for the year ended 31 March 2021.

The adoption of the new/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 for both periods. At the date of authorisation of the Third Quarterly Financial Statements, the Group has not early adopted the new/revised HKFRSs that have been issued but are not yet effective.

2. 編製基準

第三季度財務報表已根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）及 GEM 上市規則第十八章的適用披露規定編製。

除若干股本投資及證券以及投資物業按公平值計量外，第三季度財務報表已按歷史成本基準編製。第三季度財務報表以港元（「港元」）呈列，港元亦為本集團的功能貨幣。

第三季度財務報表不包括年度財務報表所規定之所有資料及披露事項，並應與截至二零二一年三月三十一日止年度之年報一併閱讀。

採納與本集團有關及已自本期間起生效之新訂／經修訂香港財務報告準則對本集團於本期間及過往期間之業績及財務狀況概無重大影響。於批准第三季度財務報表當日，本集團並無提早採用已頒佈惟尚未生效之新訂／經修訂香港財務報告準則。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's executive Directors (the chief operating decision maker) ("CODM") for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) OEM Business: manufacturing and sales of OEM garment products;
- (ii) Retail Business: retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand;
- (iii) Money Lending Business: provision of loan services;
- (iv) Wholesaling Business: wholesaling of seafood;
- (v) Financial Quotient and Investment Education Business: provision of financial quotient and investment education courses for the customers;
- (vi) Property Investment Business: property investment in Asia Pacific region; and
- (vii) Private Supplementary Education Business: provision of private educational service.

3. 分部報告及收益

本集團按部門管理其業務，部門以業務種類（產品及服務）劃分。本集團呈列以下可呈報分部，這與就資源分配及表現評估向本集團執行董事（主要營運決策者）（「主要營運決策者」）內部匯報資料之方式一致。以下可呈報分部並非合併任何經營分部所得。

- (i) 原設備製造業務：製造及銷售原設備製造服裝產品；
- (ii) 零售業務：在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；
- (iii) 放債業務：提供貸款服務；
- (iv) 批發業務：批發海鮮；
- (v) 財商及投資教育業務：為客戶提供財商及投資教育課程；
- (vi) 物業投資業務：於亞太地區物業投資；及
- (vii) 私立輔助教育業務：提供私立教育服務。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's executive Directors monitor the results attributable to each reportable segment on the following basis:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment results represents pre-tax profit/loss incurred from each segment without allocation of other income, other gains and losses, certain corporate expenses and finance costs. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

The accounting policies of the operating segments are the same as the Group's accounting policies.

3. 分部報告及收益 (續)

(a) 分部業績

就評估分部表現及分配分部間資源而言，本集團執行董事監察各個可呈報分部之應佔業績，其基準如下：

收益及開支乃參照該等分部所產生之銷售額及該等分部所產生之開支或因該等分部之資產折舊或攤銷而產生之其他開支分配予各可呈報分部。

分部業績指各分部所產生除稅前溢利／虧損，且並未分配其他收入、其他收益及虧損、若干企業開支以及財務成本。此乃向主要營運決策者呈報以分配資源及評估表現的計量方法。

營運分部之會計政策與本集團之會計政策相同。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's executive Directors for the purposes of resources allocation and assessment of segment performance for the nine months ended 31 December 2021 and 2020 is set out below:

3. 分部報告及收益 (續)

(a) 分部業績 (續)

截至二零二一年及二零二零年十二月三十一日止九個月，按確認收益時間分類的客戶合約收益及為資源分配及評估分部表現目的而向本集團執行董事提供有關本集團可呈報分部之資料載列如下：

| | | Nine months ended 31 December 2021 截至二零二一年十二月三十一日止九個月 | | | | | | | |
|---------------------------------------------------------------------------------|--------------------------|----------------------------------------------------------|-----------------------|------------------------------|-------------------------|-----------------------|------------------------------------|----------------------------------------|-----------------------|
| | | | | Financial Quotient and | | | Private | | |
| | | OEM Business | Retail Business | Money Lending Business | Wholesaling Business | Education Business | Property Investment Business | Supplementary Education Business | Total |
| | | 原設備 製造業務 | 零售業務 | 放債業務 | 批發業務 | 教育業務 | 物業投資 業務 | 私立輔助 教育業務 | 總計 |
| | | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 |
| | | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) |
| Reportable segment revenue: | 可呈報分部收益： | | | | | | | | |
| Disaggregated by timing of revenue recognition | 按確認收益時間分類 | | | | | | | | |
| Goods transferred at a point in time | 於某一時間點轉移的貨品 | - | 310 | - | - | 81,463 | - | 152 | 81,925 |
| Revenue from other resources | 其他來源收益 | - | - | 2,175 | - | - | - | - | 2,175 |
| Revenue from external customers | 來自外部客戶的收益 | - | 310 | 2,175 | - | 81,463 | - | 152 | 84,100 |
| Reportable segment (loss) profit | 可呈報分部 (虧損) 溢利 | (40) | 3 | 2,114 | - | 41,072 | (25) | (3,088) | 40,036 |
| Fair value change of financial assets at fair value through profit or loss, net | 按公平值計入溢利的 金融資產公平值變動淨額 | | | | | | | | (200) |
| Loss on disposal of financial assets at fair value through profit or loss, net | 出售按公平值計入溢利的 金融資產的虧損淨額 | | | | | | | | (2,158) |
| Loss on disposal of subsidiaries | 出售附屬公司的虧損 | | | | | | | | (1,970) |
| Finance costs | 財務成本 | | | | | | | | (2,075) |
| Other income | 其他收入 | | | | | | | | 5,791 |
| Corporate expenses | 企業開支 | | | | | | | | (3,516) |
| Written off of trade receivables | 撇銷貿易應收款項 | | | | | | | | (24) |
| Profit before taxation | 除稅前溢利 | | | | | | | | 35,884 |

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results (Continued)

3. 分部報告及收益 (續)

(a) 分部業績 (續)

| | | Nine months ended 31 December 2020 截至二零二零年十二月三十一日止九個月 | | | | | | |
|--------------------------------------------------------------------------------|----------------------|----------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | | Money | | Investment | | Property | | |
| | | Lending | Wholesaling | Education | Investment | Business | | Total |
| | | Business | Business | Business | Business | Business | | |
| | | 原設備 | 批發業務 | 財商及投資 | 物業投資 | 業務 | | 總計 |
| | | 製造業務 | 零售業務 | 放債業務 | 批發業務 | 教育業務 | 業務 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Reportable segment revenue: | 可呈報分部收益： | | | | | | | |
| Disaggregated by timing of revenue recognition | 按確認收益時間分類 | | | | | | | |
| Goods transferred at a point in time | 於某一時間點轉移的貨品 | 21,899 | 301 | - | - | 48,103 | - | 70,303 |
| Revenue from other resources | 其他來源收益 | - | - | 3,163 | - | - | - | 3,163 |
| | | | | | | | | |
| Revenue from external customers | 來自外部客戶的收益 | 21,899 | 301 | 3,163 | - | 48,103 | - | 73,466 |
| | | | | | | | | |
| Reportable segment profit (loss) | 可呈報分部溢利 (虧損) | 906 | (94) | 2,799 | (566) | 38,130 | (47) | 41,128 |
| Bad Debt recovery | 呆賬撥回 | | | | | | | 6,860 |
| Impairment loss of property, plant and equipment | 物業、廠房及設備的減值虧損 | | | | | | | (249) |
| Loss on disposal of financial assets at fair value through profit or loss, net | 出售按公平值計入損益的金融資產的虧損淨額 | | | | | | | (6,188) |
| Gain on disposal of subsidiaries | 出售附屬公司的收益 | | | | | | | 99 |
| Finance costs | 財務成本 | | | | | | | (1,906) |
| Share of result of an associate | 分佔一間聯營公司業績 | | | | | | | 3,804 |
| Other income | 其他收入 | | | | | | | 535 |
| Corporate expenses | 企業開支 | | | | | | | (6,674) |
| | | | | | | | | |
| Profit before taxation | 除稅前溢利 | | | | | | | 37,409 |

There was no inter-segment revenue for the nine months ended 31 December 2021 and 2020.

於截至二零二一年及二零二零年十二月三十一日止九個月並無分部間收益。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS 第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(b) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

3. 分部報告及收益 (續)

(b) 來自主要產品及服務的收益

下表載列來自主要產品及服務的本集團收益分析：

| | | Nine months ended | |
|-----------------------------------------------------------|-------------|--------------------------|--------------------|
| | | 31 December | |
| | | 截至十二月三十一日止九個月 | |
| | | 2021 | 2020 |
| | | 二零二一年 | 二零二零年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Garment products | 服裝產品 | 310 | 22,200 |
| Interest income from loan receivables | 應收貸款利息收入 | 2,175 | 3,163 |
| Tuition fee from financial quotient and education courses | 財商及教育課程之學費 | 81,463 | 48,103 |
| Tuition fee from private supplementary education courses | 私立輔助教育課程之學費 | 152 | - |
| | | 84,100 | 73,466 |

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(c) Geographical information

The following is an analysis of geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

3. 分部報告及收益 (續)

(c) 地區資料

以下為本集團來自外部客戶之收益之地理位置分析。客戶地理位置乃基於提供服務或貨品交付之地點。

Nine months ended 31 December

| 截至十二月三十一日止九個月 | |
|---------------|-------------|
| 2021 | 2020 |
| 二零二一年 | 二零二零年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

| | | | |
|-------------------------------|------------|--------|--------|
| Hong Kong (place of domicile) | 香港 (經營所在地) | 84,100 | 73,466 |
|-------------------------------|------------|--------|--------|

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

4. OTHER GAINS AND LOSSES, NET 4. 其他收益及虧損，淨額

| | Three months ended 31 December | | Nine months ended 31 December | |
|--------------------------------------------------------------------------------|-----------------------------------|-------------|----------------------------------|-------------|
| | 2021 | 2020 | 2021 | 2020 |
| | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Bad Debt recovery | | - | - | 6,860 |
| (Loss)/gain on disposal of subsidiaries | | - | (1,970) | 99 |
| Fair value change on financial assets through profit or loss | (17) | - | (200) | - |
| Loss on disposal of financial assets at fair value through profit or loss, net | (1,617) | - | (2,158) | (6,188) |
| Impairment loss of property, plant and equipment | - | - | - | (249) |
| Written off of trade receivables | - | - | (24) | - |
| | (1,634) | - | (4,352) | 522 |

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

5. FINANCE COSTS

5. 財務成本

| | Three months ended 31 December | | Nine months ended 31 December | |
|-------------------------|-----------------------------------|---------------|----------------------------------|---------------|
| | 2021 | 2020 | 2021 | 2020 |
| | 截至十二月三十一日止三個月 | 截至十二月三十一日止三個月 | 截至十二月三十一日止九個月 | 截至十二月三十一日止九個月 |
| | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Interest on: | 下列各項的利息： | | | |
| Other borrowings | 164 | 47 | 724 | 447 |
| Loan from a shareholder | - | 60 | - | 529 |
| Lease liabilities | 57 | 61 | 170 | 183 |
| Promissory note | 241 | 500 | 1,181 | 747 |
| | 462 | 668 | 2,075 | 1,906 |

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

6. INCOME TAX EXPENSE

6. 所得稅開支

| | | Three months ended 31 December | | Nine months ended 31 December | |
|------------------------------|------------|-----------------------------------|-------------|----------------------------------|-------------|
| | | 截至十二月三十一日止三個月 | | 截至十二月三十一日止九個月 | |
| | | 2021 | 2020 | 2021 | 2020 |
| | | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Hong Kong Profits Tax (Note) | 香港利得稅 (附註) | | | | |
| - current period | - 本期間 | 2,382 | 3,696 | 5,720 | 6,483 |

Note:

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

附註：

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「該條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署生效，並於翌日在憲報刊登。

根據利得稅兩級制，合資格法團將按8.25%之稅率就溢利首2百萬港元繳納稅項，並將按16.5%之稅率就超過2百萬港元的溢利繳納稅項。不符合利得稅兩級制資格的法團的溢利將繼續按16.5%的統一稅率繳納稅項。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

7. PROFIT FOR THE PERIOD

7. 期內溢利

| | Three months ended 31 December | | Nine months ended 31 December | |
|-----------------------------------------------------------------------|-----------------------------------|-------------|----------------------------------|-------------|
| | 2021 | 2020 | 2021 | 2020 |
| | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Profit for the period has been arrived at after charging: | 期內溢利於扣除以下各項後計算得出： | | | |
| Directors' remuneration: | 董事薪酬： | | | |
| - Fees | 384 | 331 | 1,083 | 929 |
| - Other emoluments, salaries and other benefits | 60 | 60 | 180 | 180 |
| - Retirement benefit scheme contributions | 3 | 3 | 9 | 9 |
| | 447 | 394 | 1,272 | 1,118 |
| Other staff salaries and allowances | 2,134 | 1,106 | 7,115 | 3,202 |
| Retirement benefit scheme contributions, excluding those of Directors | 180 | 50 | 411 | 143 |
| | 2,761 | 1,550 | 8,798 | 4,463 |
| Total employee benefits expenses | | | | |
| Cost of inventories recognised as an expense | 265 | 4,957 | 265 | 21,064 |
| Depreciation of an investment property | 2 | 9 | 6 | 13 |
| Depreciation of property, plant and equipment | 752 | 467 | 2,367 | 1,387 |

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

8. DIVIDEND

On 13 August 2021, the Board of directors declared an interim dividend of HK\$0.0075 per share for the three months ended 30 June 2021 (2020: Nil).

Saved as disclosed above, the Board of directors does not recommend any further payment of an interim dividend for the nine months ended 31 December 2021 (2020: Nil).

8. 股息

於二零二一年八月十三日，董事會宣派截至二零二一年六月三十日止三個月的中期股息每股0.0075港元（二零二零年：無）。

除上文所披露者外，董事會不建議就截至二零二一年十二月三十一日止九個月進一步派付任何中期股息（二零二零年：無）。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

9. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按以下數據計算：

| | Three months ended 31 December | | Nine months ended 31 December | |
|---------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------|
| | 截至十二月三十一日止三個月 2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核) | 2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核) | 截至十二月三十一日止九個月 2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核) | 2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核) |
| Earnings | 盈利 | | | |
| Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation | 計算每股基本盈利所用之本公司普通股權益持有人應佔溢利 | | | |
| | 12,163 | 17,823 | 30,184 | 31,267 |
| | '000 千股 | '000 千股 | '000 千股 | '000 千股 |
| Shares | 股份 | | | |
| Weighted average of number of ordinary shares in issue during the period used in the basic earnings per share calculation | 計算每股基本盈利所用之期內已發行普通股加權平均數 | | | |
| | 358,456 | 261,063 | 336,495 | 257,676 |
| Effect of dilution – weighted average number of ordinary shares | 攤薄效應—普通股加權平均數 | | | |
| Share options | 25,598 | – | 25,598 | – |
| | 384,054 | 256,000 | 362,093 | 256,000 |

The weighted average number of ordinary shares for the purpose of basic earnings per share have been adjusted as follows:

就每股基本盈利而言，普通股之加權平均數已進行如下調整：

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

9. EARNINGS PER SHARE (CONTINUED)

- (a) Pursuant to the resolutions of the shareholders passed at an extraordinary general meeting of the Company on 24 September 2021, every five issued and unissued ordinary shares with a par value of HK\$0.0001 each in the share capital of the Company be consolidated into one ordinary shares with a par value of HK\$0.0005 each, such that the authorised share capital of the Company is HK\$500,000,000 divided into 1,000,000,000,000 shares with a par value of HK\$0.0005 each, the subdivided shares shall rank pari passu in all aspects with each other in accordance with the memorandum and articles of association of the Company.
- (b) On 10 August 2020, the Group acquired of the entire equity interest in Bewisekid Holding Limited from Mr. Poon Chi Ming, an independent third party, at total consideration of HK\$33,250,000, which will be satisfied by the issue and allotment of the shares at the issue price of HK\$0.135 per share by the Company. On 26 July 2021, 246,296,296 ordinary shares of the Company of HK\$0.0001 each were issued. Details of which are set out in the announcements of the Company dated 11 May 2020 and 30 June 2020.
- (c) On 16 August 2021, 10,000,000 ordinary shares of the Company of HK\$0.0001 each were issued upon the exercise of 10,000,000 share options.

9. 每股盈利（續）

- (a) 根據於二零二一年九月二十四日舉行的本公司股東特別大會通過的股東決議案，本公司股本中每五股每股面值0.0001港元的已發行及未發行普通股合併為一股每股面值0.0005港元的普通股，致使本公司法定股本為500,000,000港元（分為1,000,000,000,000股每股面值0.0005港元的股份），而根據本公司組織章程大綱及細則，分拆股份在各方面彼此享有同等權益。
- (b) 於二零二零年八月十日，本集團向獨立第三方潘志明先生收購 Bewisekid Holding Limited 之全部股權，代價總額為33,250,000港元，將由本公司按發行價每股0.135港元以發行及配發股份的方式支付。於二零二一年七月二十六日，246,296,296股每股面值0.0001港元的本公司普通股已獲發行。有關詳情載於本公司日期為二零二零年五月十一日及二零二零年六月三十日的公佈。
- (c) 於二零二一年八月十六日，10,000,000股每股面值0.0001港元的本公司普通股於10,000,000份購股權獲行使時發行。

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第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

10. LITIGATION

- (a) During the year ended 31 March 2019, the Group received a writ of summons in relation to a repudiatory breach of a tenancy agreement between the plaintiff, an independent third party landlord, and Sino Shine Retailing Limited, a former subsidiary of the Group, entered into on 27 October 2016, which the plaintiff is claiming the Group for, inter alia, damages in the sum of approximately HK\$1,735,000 plus interest. As the directors of the Group consider that it is probable that an outflow of economic benefits will be required to settle the obligation, the Group recognised the provision of HK\$1,735,000 which is considered as a reliable estimate that can be made.

10. 法律訴訟

- (a) 於截至二零一九年三月三十一日止年度，本集團收到有關毀約性違反原告（即一名獨立第三方房東）與本集團一間前附屬公司升輝零售有限公司於二零一六年十月二十七日訂立之租賃協議的傳訊令狀，原告就（其中包括）總額約為1,735,000港元的損失另加利息向本集團索償。由於本集團董事認為解決訴訟可能需要經濟利益流出，因此本集團確認撥備1,735,000港元，該撥備金額被視為可作出的可靠估計。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

10. LITIGATION (CONTINUED)

(b) During the year ended 31 March 2019, a petition has been filed to the court by two shareholders of the Company (the "Petitioners"), which together holding over 3% of the Company's issued shares, and the Petitioners filed and served a re-amended petition to the court on 3 December 2019. The Petitioners pray (i) that the Company be wound up pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); (ii) that the court make such other orders as are deemed to be just and equitable; and (iii) that provision be made for Petitioners' costs. On 18 October 2021, the High Court of the Hong Kong Special Administrative Region delivered the judgment of HCCW 72 of 2019 ("the Case") and made the following orders ("the Orders"):

- 1) The Company be wound up on 1 November 2021 on which date the order will be made in open court.
- 2) There be general liberty to the Petitioners, the Respondents, the Company and shareholders of the Company to apply.
- 3) A costs order nisi that the Respondents pay the Petitioners costs of the proceedings with certificate for two counsel such costs to be taxed if not agreed.

10. 法律訴訟 (續)

(b) 於截至二零一九年三月三十一日止年度，本公司兩名股東（「呈請人」）（合共有本公司已發行股份超過3%）向法院提交呈請，且呈請人於二零一九年十二月三日向法院提交及送達了一份經重新修訂的呈請。呈請人請求(i)本公司根據公司（清盤及雜項條文）條例（第32章）清盤；(ii)法院作出其他公平平等命令；及(iii)就呈請人之成本計提撥備。於二零二一年十月十八日，香港特別行政區高等法院宣佈HCCW 72/2019（「該案件」）的判決並發佈以下命令（「該等命令」）：

- 1) 本公司將於二零二一年十一月一日清盤，屆時將在公開法庭上發佈該命令。
- 2) 呈請人、被告、本公司及本公司所有股東均有自由提出申請（包括反對及支持）。
- 3) 訟費令要求被告向呈請人支付訴訟費，並提供兩名律師的證明，倘未能協定，相關訟費則由法院評定。

NOTES TO THE THIRD QUARTERLY FINANCIAL STATEMENTS

第三季度財務報表附註

For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

10. LITIGATION (CONTINUED)

On 1 November 2021, the interested parties appeared before the Honourable Mr. Justice Harris and were legally represented. Strong Light Investments Limited (the 1st Respondent) was represented by Mr. José-Antonio Maurellet, Senior Counsel, Mr. Alan Kwong and Mr. Michael Ng. The executive directors and shareholders of the Company, Mr. Yuen Yu Sum and Mr. Chan Lap Jin Kevin were represented by Mr. Look-Chan Ho and Mr. Jiang Zixin. A substantial shareholder, Mr. Lui Yu Kin ("Mr. Lui"), holding approximately 7.23% of the issued share capital of the Company was represented by Mr. Benjamin Yu, Senior Counsel and Ms. Andrea Yu.

After hearing of the legal representatives, the Court did not make a winding-up order. The Honourable Mr. Justice Harris gave an order for (i) leave to be given to Mr. Lui to make representation to oppose the petition and to file evidence in opposition to the petition within 28 days (ii) any interested parties including the Company and contributories of the Company who wish to file evidence to oppose the petition shall file evidence by 4:30 p.m. on 29 November 2021. The petitioner has not objected to the aforesaid details in the hearing of 1 November 2021.

10. 法律訴訟(續)

於二零二一年十一月一日，有利害關係人士均已出席夏利士法官之聆訊，並由法律代表出庭。昌亮投資有限公司(第一被告)由毛樂禮資深大律師、鄭嘉彤大律師及吳浩峰大律師代理。本公司執行董事及股東袁裕深先生及陳立展先生由何祿贊大律師及江子忻大律師代理。持有本公司已發行股本約7.23%之主要股東呂宇健先生(「呂先生」)由余若海資深大律師及余思賢大律師代理。

在聽取法律代表陳詞後，法院並沒有發出清盤令。夏利士法官頒令(i)准許呂先生於28天內提出陳述反對呈請並提交反對呈請的證據；(ii)任何有利害關係人士(包括本公司及希望提交證據反對呈請的本公司分擔人)應於二零二一年十一月二十九日下午四時三十分前提交證據。呈請人於二零二一年十一月一日的聆訊中並沒有反對上述詳情。

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For the three months and nine months ended 31 December 2021 截至二零二一年十二月三十一日止三個月及九個月

10. LITIGATION (CONTINUED)

On 9 December 2021, the Company has received notice from the legal representatives for the Company that the legal representatives received a letter from the Court dated 8 December 2021, confirming the Honourable Mr. Justice Harris made the following order on 7 December 2021 with the following terms:

1. the winding up petition needs to be listed for dismissal;
2. the hearing of the winding up petition fixed for 9 December 2021 at 9:30 am before the Honourable Mr. Justice Harris be vacated; and
3. the 3-day trial fixed for 20 to 22 April 2022 before the Honourable Mr. Justice Harris be vacated.

The letter from the Court dated 8 December 2021 also stated:

"Please note that the pronouncement of order for dismissal of petition is fixed on 13/12/2021 at 9:30 am before the Honourable Ms. Justice Linda Chan, unless there is any issue that the parties wish to address the court, their attendance and the Official Receiver's attendance at the hearing are excused."

On 13 December 2021, the Honourable Ms. Justice Linda Chan has made an order to dismiss the Petition at the hearing.

10. 法律訴訟（續）

於二零二一年十二月九日，本公司獲本公司法律代表處報告，其接獲法院日期為二零二一年十二月八日的函件，通知夏利士法官於二零二一年十二月七日已經發出以下命令，其條款如下：

1. 清盤呈請需排期予以撤銷；
2. 排期於二零二一年十二月九日上午九時三十分在夏利士法官席前進行的聆訊撤銷；及
3. 排期於二零二二年四月二十日至二十二日（為期三天）在夏利士法官席前進行的聆訊撤銷。

法院日期為二零二一年十二月八日之函件中亦指出：

「請知悉，撤銷呈請的命令已排期於二零二一年十二月十三日上午九時三十分於陳靜芬法官席前宣佈，除非任何一方有意向法院提出任何事宜，否則各方及破產管理署署長將無須出席聆訊。」

於二零二一年十二月十三日，陳靜芬法官已於聆訊中頒令撤銷呈請。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group principally derives its revenue from the following business arms: (i) OEM business segment, which entails product design and development, raw materials sourcing and procurement, manufacturing and product quality control management (the “OEM Business”); (ii) apparel retail business segment, which entails designing, procuring, manufacturing, marketing and retailing of pure cashmere apparel and other apparel products as well as accessories through the retail network in Hong Kong under the Group’s own brand and high-end fashion brand (the “Retail Business”); (iii) money lending business segment, which provides financing to customers for interest income (“Money Lending Business”); (iv) wholesaling business segment, which covers the wholesaling and distribution of seafood (“Wholesaling Business”); (v) financial quotient and investment education business segment, which provides financial quotient and investment education courses for the customers in return of tuition fees from them (“Financial Quotient and Investment Education Business”); (vi) property investment business (“Property Investment Business”); and (vii) private supplementary education business segment, which provides private supplementary education courses for the students in return of tuition fees from them (“Private Supplementary Education Business”).

業務回顧

本集團的收入主要源自於以下業務部門：(i)原設備製造業務分部，承擔產品設計及開發、原材料採購、製造及產品質量控制管理（「原設備製造業務」）；(ii)服裝零售業務分部，透過在本集團自有品牌及高檔時裝品牌旗下於香港的零售網絡承擔設計、採購、製造、市場推廣及零售純羊絨服裝以及其他服裝產品及配飾（「零售業務」）；(iii)放債業務分部，透過向客戶提供融資賺取利息收入（「放債業務」）；(iv)批發業務分部，涵蓋批發及分銷海鮮（「批發業務」）；(v)財商及投資教育業務分部，為客戶提供財商及投資教育課程，並自彼等收取學費作為回報（「財商及投資教育業務」）；(vi)物業投資業務（「物業投資業務」）；及(vii)私立輔助教育業務分部，為學生提供私立輔助教育課程，並自彼等收取學費作為回報（「私立輔助教育業務」）。

OEM Business

The garment sector of the consumer market has experienced a downturn in recent year. Meanwhile, the Company currently has no intention, arrangement, agreement, understanding, negotiation (concluded or otherwise) on disposal, termination and/or scaling-down of the Company's OEM business. The Group will cautiously monitor the business environment, market sentiment and customers' behaviors of the OEM business and will continue to devote effort to the development of the OEM business. Going forward, the Group will continue to focus on expanding the customer base by diversifying the service scope of the OEM business. In the past years, the Group has been concentrating on the business development in garment area, while currently the Group starts to acquire new clients from non-garment textile sector through the sales network of the Group and customer referrals. The Group is currently in the negotiation with a new potential customer based in Hong Kong which provides non-garment textile products to commercial offices, restaurants, healthcare and retail premises.

Retail Business

During the nine months ended 31 December 2021, the Retail Business had generated revenue of approximately HK\$310,000 (2020: HK\$301,000). The Group will continue to focus on expanding the customer base by enhancing marketing strategy in the Retail business.

原設備製造業務

消費市場的服裝板塊於近年一度陷入低迷狀態。與此同時，本公司目前並無有關出售、終止及／或縮減本公司原設備製造業務的意圖、安排、協議、諒解、磋商（已達成或其他）。本集團將審慎監控有關原設備製造業務的業務環境、市場敏感度及客戶行為並將繼續致力於開發原設備製造業務。展望未來，本集團將透過多元化原設備製造業務的服務範圍繼續專注於拓展客戶群體。於過去數年，本集團一直專注於服裝領域的業務發展，而目前本集團開始透過本集團之銷售網絡及客戶轉介紹獲取非服裝紡織領域之新客戶。本集團目前正與一名位於香港的新潛在客戶進行磋商，其為商業辦公室、餐廳、醫療及零售場所提供非服裝紡織產品。

零售業務

截至二零二一年十二月三十一日止九個月，零售業務產生收益約310,000港元（二零二零年：301,000港元）。本集團將繼續專注於透過加強零售業務的營銷策略來擴大客戶群。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Money Lending Business

The Group obtained the money lender licence and commenced Money Lending Business in June 2016. During the nine months ended 31 December 2021, the Money Lending Business had generated interest income of approximately HK\$2.2 million, representing a decrease of approximately 31.2% compared to the figure of the last period. Since the outbreak of the COVID-19 in early 2020, the business environment in Hong Kong has been affected by the worsening economy caused by the COVID-19 pandemic. The Group expects that such challenging and unpredictable environment may affect the loan demand and lending risks of the Group. Therefore, the Group will continue to evaluate its risk management measures and ensure a proper balance between return and risk in the long run.

Wholesaling Business

The Wholesaling Business commenced operation during the year ended 31 March 2020. During the nine months ended 31 December 2021, there was no revenue generated from Wholesaling Business, which was mainly due to the outbreak of the coronavirus in Hong Kong.

Financial Quotient and Investment Education Business

During the year ended 31 March 2021, the Group established the Financial Quotient and Investment Education Business. The Group provides financial quotient and investment education courses for the customers, aiming at enhancing their knowledge in the areas of finance and investment. The Group in return earns tuition fee income from the provision of courses. During the nine months ended 31 December 2021, certain courses were completed with inspiring achievements and revenue of approximately HK\$81.5 million, representing an increase of over 69.4% as compared to that of approximately HK\$48.1 million for the corresponding period in 2020.

放債業務

本集團已於二零一六年六月取得放債人牌照並自該時起開展放債業務。截至二零二一年十二月三十一日止九個月，放債業務帶來利息收入約2.2百萬港元，相較於去年同期之數據減少約31.2%。COVID-19於二零二零年初爆發，疫情導致經濟疲弱，香港的營商環境因此受到影響。本集團預期此充滿挑戰及不可預測的環境可能影響本集團的貸款需求及借貸風險。因此，本集團將繼續評估其風險管理措施並確保長遠而言在回報與風險之間取得適當平衡。

批發業務

本集團於截至二零二零年三月三十一日止年度展開經營批發業務。於截至二零二一年十二月三十一日止九個月，批發業務並未產生收益，此乃主要由於香港冠狀病毒的爆發所致。

財商及投資教育業務

截至二零二一年三月三十一日止年度，本集團建立財商及投資教育業務。本集團為客戶提供財商及投資教育課程，旨在提升其於財務及投資領域的知識，而作為回報，本集團自提供課程賺取學費收入。截至二零二一年十二月三十一日止九個月，若干已完成的課程已取得優秀成果，並已產生收益約81.5百萬港元，較二零二零年同期約48.1百萬港元增長逾69.4%。

Property Investment Business

The Group also established the Property Investment Business during the year ended 31 March 2020. The Group acquired a property in Japan in June 2019 and the property was disposed during the year ended 31 March 2021 and gain on the disposal of investment property of approximately HK\$87,000 was recognised. The Group will keep seeking for opportunities of asset appreciation and cash flow return in the property market within Hong Kong and in the Asian-Pacific region.

Private Supplementary Education Business

In August 2021, the Group resolved to develop the business of provision of private supplementary education services as a new business of the Group. Private supplementary education services play a supplemental role to regular schools, helping students deepen their understanding of what they have learnt in classes, improve their school grades and better prepare themselves for public examinations. Private supplementary education services, especially those for local secondary school students, have been in high demand in Hong Kong.

On 15 December 2021, each of the education centers located in Causeway Bay, Kowloon Bay and Prince Edward has obtained the "Certificate of Provisional Registration of A School" granted by the Education Bureau of Hong Kong.

物業投資業務

本集團亦於截至二零二零年三月三十一日止年度建立物業投資業務。本集團於二零一九年六月在日本購入一項物業及於截至二零二一年三月三十一日止年度出售該物業，並確認出售投資物業之收益約87,000港元。本集團將繼續於香港及亞太地區內的物業市場尋求資產增值及現金流回報的機會。

私立輔助教育業務

於二零二一年八月，本集團決議開發提供私立輔助教育服務業務作為本集團的新業務。私立輔助教育服務作為常規學校教育的補充，可幫助學生加深其對課堂所學知識的理解，提升其學業成績且有助於彼等更好地準備應對公開考試。私立輔助教育服務（尤其是面向當地中學生所開設者）於香港需求旺盛。

於二零二一年十二月十五日，位於銅鑼灣、九龍灣及太子的教育中心均已取得香港教育局頒發的「學校臨時註冊證明書」。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS

For the Financial Quotient and Investment Education Business, the Group will (i) invest resources to expand the market share, and (ii) strive to broaden its customer base. The Group is also seeking for opportunities of asset appreciation and cash flow return in the property market within Hong Kong and in the Asian-Pacific region. Whilst the Group remains focused on developing its existing businesses, in particular the Investment Education Business, it has been the business strategy of the Group to proactively seek potential investment opportunities in order to enhance value of the Shareholders.

The Group commenced the business of provision of private supplementary education services. The Board is optimistic on the prospects of the demand for the private tutorial classes and considers that the new business of the private supplementary education services will further enhance the Company's financial performance as well as the value of the Shareholders.

前景

就財商及投資教育業務而言，本集團將(i)投入資源以擴大市場份額，及(ii)致力擴大客源。本集團亦正在香港以及亞太地區的物業市場尋求資產增值及現金流回報機遇。於本集團繼續專注於發展其現有業務（尤其是投資教育業務）之時，本集團的業務策略一直為積極尋求潛在投資機會以提升股東的價值。

本集團開始提供私立輔助教育服務業務。董事會對私立補習課程的需求前景持樂觀態度，並認為新的私立輔助教育服務業務將進一步提升本公司的財務表現及股東價值。

FINANCIAL REVIEW

Revenue

The Group's revenue increased from approximately HK\$73.5 million for the nine months ended 31 December 2020 to approximately HK\$84.1 million for the nine months ended 31 December 2021, representing an increase of approximately 14.5%. Revenue from the OEM Business decreased to nil for the nine months ended 31 December 2021. On the other hand, due to the outbreak of the coronavirus in Hong Kong, the revenue from the Wholesaling Business decreased to nil for the nine months ended 31 December 2021 as compared to the nine months ended 31 December 2020.

For the Retail Business and Money Lending Business, it had generated income of approximately HK\$0.3 million and HK\$2.2 million for the nine months ended 31 December 2021 respectively.

For the nine months ended 31 December 2021, the Financial Quotient and Investment Education Business generated revenue of approximately HK\$81.5 million, representing a substantial increase of approximately 69.4% as compared to the nine months ended 31 December 2020.

The Group has commenced a new business of provision of private supplementary education services. Along with obtainment of the "Certificate of Provisional Registration of A School" granted by the Education Bureau of Hong Kong on 15 December 2021, it had generated tuition income of approximately HK\$0.2 million for the nine months ended 31 December 2021.

財務回顧

收益

本集團的收益由截至二零二零年十二月三十一日止九個月約73.5百萬港元增加約14.5%至截至二零二一年十二月三十一日止九個月約84.1百萬港元。截至二零二一年十二月三十一日止九個月，原設備製造業務的收益減少至零。另一方面，由於香港爆發冠狀病毒，截至二零二一年十二月三十一日止九個月批發業務所產生之收益較截至二零二零年十二月三十一日止九個月減少至零。

就零售業務及放債業務而言，截至二零二一年十二月三十一日止九個月已分別產生收入約0.3百萬港元及2.2百萬港元。

截至二零二一年十二月三十一日止九個月，財商及投資教育業務產生收益約81.5百萬港元，較截至二零二零年十二月三十一日止九個月顯著增長約69.4%。

本集團已開展提供私立輔助教育服務的新業務。連同於二零二一年十二月十五日取得香港教育局頒發的「學校臨時註冊證明書」，截至二零二一年十二月三十一日止九個月已產生學費收入約0.2百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following table sets forth the breakdowns of the revenue of the Group by segment for each of the nine months ended 31 December 2020 and 31 December 2021.

下表載列本集團截至二零二零年十二月三十一日及二零二一年十二月三十一日止九個月各個期間按分部劃分的收益明細。

Nine months ended 31 December

截至十二月三十一日止九個月

2021

2020

二零二一年

二零二零年

| | | HK\$'000 | % | HK\$'000 | % |
|------------------------------------------------------|-----------|---------------|--------------|----------|-------|
| | | 千港元 | 百分比 | 千港元 | 百分比 |
| OEM Business | 原設備製造業務 | - | 0.0 | 21,899 | 29.8 |
| Retail Business | 零售業務 | 310 | 0.4 | 301 | 0.4 |
| Money Lending Business | 放債業務 | 2,175 | 2.6 | 3,163 | 4.3 |
| Financial Quotient and Investment Education Business | 財商及投資教育業務 | 81,463 | 96.8 | 48,103 | 65.5 |
| Private Supplementary Education Business | 私立輔助教育業務 | 152 | 0.2 | - | 0.0 |
| | | 84,100 | 100.0 | 73,466 | 100.0 |

Cost of sales

The Group's cost of sales decreased by 50.5% to approximately HK\$16.4 million for the nine months ended 31 December 2021 as compared to the nine months ended 31 December 2020. The decrease was mainly due to the substantial drop of OEM Business during the nine months ended 31 December 2021.

銷售成本

截至二零二一年十二月三十一日止九個月，本集團的銷售成本較截至二零二零年十二月三十一日止九個月下降50.5%至約16.4百萬港元。該減少乃主要由於截至二零二一年十二月三十一日止九個月原設備製造業務顯著下滑。

Expenses

Selling and administrative expenses for the nine months ended 31 December 2021 was approximately HK\$31.2 million (2020: HK\$14.4 million), representing an increase of approximately HK\$16.8 million. The increase was mainly due to commencement of private supplementary education business and increase of marketing and administration expenses relating in financial quotient and investment education business.

Profit for the period

The profit for the nine months ended 31 December 2021 was approximately HK\$30.2 million. The profit for the nine months ended 31 December 2020 was approximately HK\$30.9 million.

Change of company name

On 31 August 2021, the Company changed its English name from “L & A International Holdings Limited” to “Legendary Group Limited” and adopted the Chinese name “創天傳承集團有限公司” as its dual foreign name to replace its former Chinese name “樂亞國際控股有限公司” (the “Change of Company Name”). Further details of the Change of Company Name were set out in the announcement of the Company dated 23 April 2021, the circular of the Company dated 30 June 2021 and the supplemental circular of the Company dated 20 July 2021. The Change of Company Name was registered with the Registrar of Companies in Hong Kong on 26 August 2021. Following the Change of Company Name becoming effective, the stock short name of the Company has changed from “L & A INTL HOLD” in English and “樂亞控股” in Chinese to “LEGENDARY GROUP” in English and “創天傳承” in Chinese with effect from 9:00 a.m. on 3 September 2021. The Company also adopted a new company logo with effect from 3 September 2021.

開支

截至二零二一年十二月三十一日止九個月，銷售及行政開支增加約16.8百萬港元至約31.2百萬港元（二零二零年：14.4百萬港元）。該增加乃主要由於開展私立輔助教育業務以及有關財商及投資教育業務的市場推廣及行政開支增加。

期內溢利

截至二零二一年十二月三十一日止九個月的溢利約為30.2百萬港元，而截至二零二零年十二月三十一日止九個月的溢利約為30.9百萬港元。

更改公司名稱

於二零二一年八月三十一日，本公司將其英文名稱「L & A International Holdings Limited」改為「Legendary Group Limited」，並採納中文名稱「創天傳承集團有限公司」作為其雙重外文名稱，以取代其前中文名稱「樂亞國際控股有限公司」（「更改公司名稱」）。有關更改公司名稱的更多詳情載於本公司日期為二零二一年四月二十三日之公佈及本公司日期為二零二一年六月三十日之通函以及本公司日期為二零二一年七月二十日之補充通函。更改公司名稱已於二零二一年八月二十六日向香港公司註冊處註冊登記。更改公司名稱生效後，本公司股票簡稱由「L & A INTL HOLD」（英文）及「樂亞控股」（中文）改為「LEGENDARY GROUP」（英文）及「創天傳承」（中文），於二零二一年九月三日上午九時正生效。本公司亦由二零二一年九月三日起採用新公司標誌。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Significant investments, acquisitions and disposals, and Plans for Material Investment or Capital Assets

During the nine months ended 31 December 2021, the Group has disposed of an inactive subsidiary and a loss of approximately HK\$1.9 million was generated.

On 20 September 2021, Able Glorious, a direct wholly owned subsidiary of the Company, and the vendor entered into an agreement, pursuant to which, Able Glorious has agreed to acquire and the vendor has agreed to sell 100% equity interest of KC Training Group, at the Consideration of HK\$9,000,000, which would be settled (i) as to HK\$5 million by the allotment and issue of the Consideration Shares at the Issue Price of HK\$0.257; (ii) as to HK\$3 million by cash; and (iii) as to HK\$1 million by the assumption of the Assumed Liabilities by Able Glorious.

On 11 November 2021, Able Glorious and the vendor entered into a supplemental agreement and agreed to amend the payment terms of the corresponding part of the Consideration Shares of HK\$5 million to be settled by the issuance of the Promissory Notes by the Company to the Vendor.

KC Training Group is dedicated to delivering training programs to equip the customers with selling and communication skill. Details of the transaction were set out in the Company's announcement dated 20 September 2021 and 11 November 2021.

重大投資、收購與出售以及重大投資或資本資產的計劃

截至二零二一年十二月三十一日止九個月，本集團已出售一間不活躍附屬公司，並已產生虧損約1.9百萬港元。

於二零二一年九月二十日，本公司之直接全資附屬公司Able Glorious與賣方訂立一份協議，據此，Able Glorious同意收購而賣方同意出售KC Training Group全部股權，代價為9,000,000港元，將通過(i)按發行價0.257港元配發及發行代價股份5百萬港元；(ii)現金3百萬港元；及(iii) Able Glorious承擔所承擔負債1百萬港元的方式支付。

於二零二一年十一月十一日，Able Glorious與賣方訂立一份補充協議，並同意修訂相應部分代價股份5百萬港元的支付條款，將透過由本公司向賣方發行承兌票據的方式支付。

KC Training Group致力於提供培訓課程，使客戶具備銷售及溝通技巧。交易詳情載於本公司日期為二零二一年九月二十日及二零二一年十一月十一日的公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Save as disclosed above and as disclosed elsewhere in this report, there were no significant investments, material acquisitions or disposals of subsidiaries and affiliated companies during the nine months ended 31 December 2021.

Save as disclosed in this report, there was no future plan for material investments or capital assets as at 31 December 2021.

Employees and Remuneration Policies

As at 31 December 2021, the Group had approximately 85 employees. The Group's staff cost for the nine months ended 31 December 2021 amounted to approximately HK\$8.8 million. The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of good relationship with its employees. The remuneration payable to its employees includes salaries and allowance.

In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong).

除上述所披露者及本報告其他部分所披露者外，截至二零二一年十二月三十一日止九個月，概無持有任何重大投資亦無進行任何重大收購或出售附屬公司及聯屬公司。

除本報告所披露者外，於二零二一年十二月三十一日，概無有關重大投資或資本資產的未來計劃。

僱員及薪酬政策

於二零二一年十二月三十一日，本集團約有85名僱員。截至二零二一年十二月三十一日止九個月，本集團的員工成本約為8.8百萬港元。本集團的薪酬政策與現行市場慣例一致，乃按個別僱員的表現、資歷及經驗釐定。本集團深明與僱員保持良好關係的重要性。應付僱員薪酬包括工資及津貼。

本集團在香港的僱員已參加香港法例第485章《強制性公積金計劃條例》規定的強制性公積金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SHARE CONSOLIDATION

Pursuant to the resolutions of the shareholders passed at an extraordinary general meeting of the Company on 24 September 2021, every five issued and unissued ordinary shares with a par value of HK\$0.0001 each in the share capital of the Company be consolidated into one ordinary shares with a par value of HK\$0.0005 each, such that the authorised share capital of the Company is HK\$500,000,000 divided into 1,000,000,000,000 shares with a par value of HK\$0.0005 each, the subdivided shares shall rank pari passu in all aspects with each other in accordance with the memorandum and articles of association of the Company.

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

As at 31 December 2021, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Division 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); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

股份合併

根據於二零二一年九月二十四日舉行的本公司股東特別大會通過的股東決議案，本公司股本中每五股每股面值0.0001港元的已發行及未發行普通股合併為一股每股面值0.0005港元的普通股，致使本公司法定股本為500,000,000港元（分為1,000,000,000,000股每股面值0.0005港元的股份），而根據本公司組織章程大綱及細則，分拆股份在各方面彼此享有同等權益。

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債權證中的權益及淡倉

於二零二一年十二月三十一日，各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉）；(ii)根據證券及期貨條例第XV部第352條須記入該條所述登記冊的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Long positions in Shares and underlying shares of the Company:

於本公司股份及相關股份中的好倉：

| Name of Directors | Capacity | Number of Shares held | Number of Options held | Total | Percentage of the Company's issue share as at 31 December 2021 |
|---------------------------|----------------------------|------------------------------|------------------------|------------|----------------------------------------------------------------|
| | | | | | (%) |
| 董事姓名 | 身份 | 所持股份數目 | 所持購股權數目 | 總計 | 於二零二一年十二月三十一日佔本公司已發行股份百分比 (百分比) |
| Chan Lap Jin Kevin 陳立展 | Beneficial owner 實益擁有人 | 30,928,800 | – | 30,928,800 | 8.63 |
| Yuen Yu Sum 袁裕深 | Beneficial owner 實益擁有人 | 6,276,800 | – | 6,276,800 | 1.75 |
| Chung Chin Kwan 鍾展坤 | Beneficial owner 實益擁有人 | 1,032,000 | – | 1,032,000 | 0.29 |
| | Interest of spouse 配偶權益 | 168,000 (Note 1) (附註1) | – | 168,000 | 0.05 |
| Law Wing Chung 羅永聰 | Beneficial owner 實益擁有人 | 192,000 | – | 192,000 | 0.05 |

Note:

附註：

(1) 168,000 shares are owned by Ms. Lam Ka Yee, who is the spouse of Mr. Chung Chin Kwan.

(1) 鍾展坤先生的配偶林嘉儀女士持有168,000股股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Saved as disclosed above, as at 31 December 2021, none of the Directors and chief executives of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as 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 and/or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Sections 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to Rule 5.67 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION", as at 31 December 2021, neither the company, holding company nor any of its subsidiaries was a party to any arrangements to enable the directors and chief executive of the company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the company or any other body corporate, and none of the directors and chief executive of the company or their spouses or children under the age of 18, had any right to subscribe for the securities of the company, or had exercised any such rights.

除上文所披露者外，於二零二一年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及／或淡倉），或(ii)須記入本公司根據證券及期貨條例第352條須存置的登記冊內任何權益或淡倉，或(iii)根據GEM上市規則第5.46條至第5.67條有關上市發行人董事進行交易規定標準而另行通知本公司及聯交所的任何權益或淡倉。

董事及主要行政人員購買股份或債務證券的權利

除「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一節所披露者外，於二零二一年十二月三十一日，本公司、控股公司或其任何附屬公司概無參與任何安排，使本公司董事及主要行政人員可藉著購入本公司或任何其他法人團體的股份或債務證券（包括債權證）而獲得利益，而本公司董事及主要行政人員或彼等的配偶或任何未滿十八歲的子女概無任何可認購本公司證券的權利，亦無行使任何該等權利。

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 25 September 2014 for the primary purpose of providing incentives or rewards to eligible participants, and will expire on 10 October 2024, after which no further options will be granted. Under the Scheme, the Board of Directors of the Company may grant options to:

- a) any employee or proposed employee (whether fulltime or part-time and including any executive director), consultants or advisers of or to the Company, any of the subsidiaries or any entity (the "Invested Entity") in which the Company holds an equity interest;
- b) any non-executive Directors (including independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- c) any supplier of goods or services to the Company or any of its subsidiaries or any Invested Entity;
- d) any customer of the Group or any Invested Entity;
- e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- f) any shareholders or any shareholder of any of its subsidiaries or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

購股權計劃

本公司根據於二零一四年九月二十五日通過的決議案採納購股權計劃（「該計劃」），主要旨在鼓勵或獎勵合資格參與者，該計劃將於二零二四年十月十日屆滿（即此後將不再進一步授出購股權）。根據該計劃，本公司董事會可授出購股權予：

- a) 本公司、其任何附屬公司或本公司持有股本權益的任何實體（「投資實體」）的任何僱員或擬聘僱員（不論全職或兼職，包括任何執行董事）、顧問或諮詢人；
- b) 本公司、任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；
- c) 本公司或其任何附屬公司或任何投資實體的任何貨品或服務供應商；
- d) 本集團或任何投資實體的任何客戶；
- e) 為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；及
- f) 任何股東或其任何附屬公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人。

MANAGEMENT DISCUSSION AND ANALYSIS

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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 of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 as consideration. Options may be exercised at any time from the date of grant of the share options. The exercise price is determined by the Directors, and will not be less than the highest of (i) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the option (which must be a business day); (ii) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day); and (iii) nominal value of the Company's share.

On 26 March 2021, a total of 127,992,000 share options were granted to certain grantees. Details were set out in the Company's announcement dated 26 March 2021 and 7 April 2021.

未經本公司股東事先批准，根據該計劃可能授出的購股權涉及的股份總數不得超過本公司任何時候已發行股份的10%。未經本公司股東事先批准，於任何一年內向任何人士授出及可能授出的購股權所涉及的已發行及將發行的股份數目不得超過本公司任何時候已發行股份的1%。

授出的購股權必須在授出日期後28日內以支付1港元作為代價而接納。購股權自購股權授出日期起可隨時行使。行使價由董事釐定，惟不得低於以下的最高者：(i)普通股於緊接授出購股權日期（必須為營業日）前五個營業日聯交所每日報價表所報平均收市價；(ii)普通股於授出購股權日期（必須為營業日）聯交所每日報價表所報收市價；及(iii)本公司股份面值。

於二零二一年三月二十六日，合共127,992,000份購股權已授予若干名承授人。有關詳情載於本公司日期為二零二一年三月二十六日及二零二一年四月七日之公佈。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 31 December 2021, other than the Directors or chief executives of the Company whose interests or short positions are disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company or Any Associated Corporation" above, the following parties have interest or short position in the shares or underlying shares of the Company which have to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, and who were expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

就董事所知，於二零二一年十二月三十一日，除有關權益或淡倉已於上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債權證中的權益及淡倉」一段項下披露的董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中擁有證券及期貨條例第XV部第2及3分部條文項下須向本公司披露及根據證券及期貨條例第336條記錄於須予存置的登記冊內的權益或淡倉，且預期將直接或間接擁有附有權利可於任何情況下在本公司之股東大會上投票的任何類別股本面值5%或以上權益如下：

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Long positions in shares and underlying shares of the Company 於本公司股份及相關股份中的好倉

| Name of shareholder | Capacity/ Nature of interests | Number of ordinary shares | Percentage of the Company's issue share capital 佔本公司已發行 股本百分比 |
|-------------------------------------------------------------------------------------|----------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------|
| 股東姓名／名稱 | 身份／權益性質 | 普通股數目 | |
| Lau Lan Ying (Note) 劉蘭英 (附註) | Interest in controlled corporations 於受控法團的權益 | 44,450,000 | 12.40% |
| Wong Kwan Mo (Note) 黃君武 (附註) | Interest in controlled corporations 於受控法團的權益 | 44,450,000 | 12.40% |
| Strong Light Investments Limited ("Strong Light") (Note) 昌亮投資有限公司 (「昌亮」) (附註) | Beneficial owner 實益擁有人 | 39,925,800 | 11.14% |
| Lui Yu Kin 呂宇健 | Beneficial owner 實益擁有人 | 29,927,200 | 8.35% |

Note:

附註：

39,925,800 shares are owned by Strong Light, Strong Light is a company incorporated in Hong Kong. The entire issued share capital of Strong Light is owned as to 50% by Lau Lan Ying and 50% by Wong Kwan Mo. Lau Lan Ying is the spouse of Wong Kwan Mo.

39,925,800股股份由昌亮擁有。昌亮為一家於香港註冊成立的公司。昌亮的全部已發行股本由劉蘭英及黃君武各自擁有50%。劉蘭英為黃君武的配偶。

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Saved as disclosed above, as at 31 December 2021, the Directors were not aware of any other person (other than the Directors or chief executives as disclosed in the paragraph headed “Directors’ and Chief Executives’ Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company or Any Associated Corporation” above) who had, or deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company which has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors’ securities transactions in securities of the Company.

Upon the Group’s specific enquiry, each Director confirmed that he/she had fully complied with the required standard of dealings and there was no event of non-compliance during the nine months ended 31 December 2021 and up to the date of this report.

除上文所披露者外，於二零二一年十二月三十一日，董事並不知悉任何其他人士（上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債權證中的權益及淡倉」一段所披露的董事或主要行政人員除外）於本公司的股份、相關股份或債權證中擁有，或視為擁有，根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉及根據證券及期貨條例第336條記錄於須予存置的登記冊內的權益或淡倉，或將直接或間接擁有附帶權利可於任何情況下在本公司的股東大會上投票的任何類別股本面值5%或以上權益。

遵守董事進行證券交易規定標準的情況

本集團已採納GEM上市規則第5.48至第5.67條所載交易規定標準，作為有關董事進行涉及本公司證券的證券交易的行為守則。

據本集團的特定查詢，各董事確認其於截至二零二一年十二月三十一日止九個月及直至本報告日期已全面遵守交易規定標準，且概無任何違規情況。

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2021.

COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business during the nine months ended 31 December 2021 and up to the date of this report

CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance practices are based on the principles and the code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules.

During the nine months ended 31 December 2021 and up to the date of this report, save for the deviation from code provision A.2.1 of the Code which explained below, the Company has applied the principles and complied with all the applicable code provisions of the Code contained in Appendix 15 to the GEM Listing Rules.

購買、出售或贖回本公司上市證券

截至二零二一年十二月三十一日止九個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

董事確認，於截至二零二一年十二月三十一日止九個月內及直至本報告日期，概無控股股東或董事及彼等各自的緊密聯繫人（定義見GEM上市規則）於對本集團業務直接或間接構成競爭或可能構成競爭的任何業務（本集團經營的業務除外）中擁有權益。

企業管治常規

本集團的企業管治常規乃根據GEM上市規則附錄15所載的企業管治守則（「守則」）的原則及守則條文編製。

於截至二零二一年十二月三十一日止九個月及直至本報告日期，除下文所闡釋者偏離守則的守則條文第A.2.1條外，本公司已應用GEM上市規則附錄15所載的守則的原則，並已遵從所有適用守則條文。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1 of the Code, the roles of the chairman and the CEO should be separate and should not be performed by the same individual. Mr. Yuen Yu Sum was appointed as the chairman of the Board on 14 April 2021. The Board is in the process of finding an appropriate person to fill the vacancy of the CEO as soon as practicable. Meanwhile, the Board considers that the existing Board members are able to share the power and responsibilities of CEO among themselves.

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the change in information of the Directors for the nine months ended 31 December 2021 and up to the date of this quarterly report is set out below:

- (i) Mr. Chung Kwok Pan was appointed as an independent non-executive Director on 2 June 2021;
- (ii) Mr. Law Wing Chung was appointed as a non-executive Director on 2 June 2021 and was appointed as a member of Nomination Committee on 7 December 2021;
- (iii) Mr. Lau Chun Kavan resigned from his office as an executive Director, and a member of each of the Remuneration Committee and Nomination Committee on 27 October 2021; and
- (iv) Mr. Leung Kai Cheong Kenneth was appointed as a non-executive Director on 7 December 2021.

主席及首席執行官

根據守則的守則條文第A.2.1條，主席及首席執行官的角色應予區分，並不應由同一人兼任。袁裕深先生於二零二一年四月十四日獲委任為董事會之主席。董事會正在於實際可行情況下盡快物色適當人選以填補首席執行官空缺。與此同時，董事會認為現有董事會成員能夠在彼等間分擔首席執行官權力及責任。

董事資料更新

根據GEM上市規則第17.50A(1)條，截至二零二一年十二月三十一日止九個月及直至本季度報告日期之董事資料變動載列如下：

- (i) 鍾國斌先生於二零二一年六月二日獲委任為獨立非執行董事；
- (ii) 羅永聰先生於二零二一年六月二日獲委任為非執行董事，並於二零二一年十二月七日獲委任為提名委員會成員；
- (iii) 劉俊先生於二零二一年十月二十七日辭任執行董事及薪酬委員會及提名委員會成員；及
- (iv) 梁繼昌先生於二零二一年十二月七日獲委任為非執行董事。

MANAGEMENT DISCUSSION AND ANALYSIS

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AUDIT COMMITTEE

The Company has established the audit committee (the "Audit Committee") with terms in compliance with the Code as set out in Appendix 15 to the GEM Listing Rules. The duties of the Audit Committee are primarily to review the financial statements of the Group and oversee internal control procedures and risk management of the Group.

As at the date of this report, the Audit Committee consists of 3 independent non-executive Directors, namely Mr. Chan Kim Fai Eddie, Mr. Ng Chi Ho Dennis and Mr. Chung Chin Kwan. Mr. Chan Kim Fai Eddie is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and the Third Quarterly Financial Statements and was of the opinion that the preparation of such statements complied with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

There has been no significant event that affected the Group after 31 December 2021 and up to the date of this report.

By order of the Board

Legendary Group Limited
Yuen Yu Sum

Chairman and Executive Director

Hong Kong, 14 February 2022

As at the date of this report, the Board comprises two executive Directors, namely, Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin; one non-executive Director, namely, Mr. Law Wing Chung; and five independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie, Mr. Ng Chi Ho Dennis, Mr. Chung Kwok Pan and Mr. Leung Kai Cheong Kenneth.

審核委員會

本公司已成立審核委員會（「審核委員會」），並已採納符合GEM上市規則附錄15所載守則的職權範圍。審核委員會的主要職責為審閱本集團的財務報表及監管本集團的內部監控程序及風險管理。

於本報告日期，審核委員會包括三名獨立非執行董事，即陳劍輝先生、吳志豪先生及鍾展坤先生。陳劍輝先生為審核委員會主席。

審核委員會已審閱本集團採納的會計原則及政策以及第三季度財務報表，並認為有關報表乃遵照適用的會計準則及GEM上市規則而編製，且已作出足夠披露。

報告期後重大事項

於二零二一年十二月三十一日後及直至本報告日期，概無對本集團造成影響之重大事項。

承董事會命

創天傳承集團有限公司
袁裕深

主席兼執行董事

香港，二零二二年二月十四日

於本報告日期，董事會成員包括兩名執行董事袁裕深先生（主席）及陳立展先生；一名非執行董事羅永聰先生；以及五名獨立非執行董事鍾展坤先生、陳劍輝先生、吳志豪先生、鍾國斌先生及梁繼昌先生。

LEGENDARY GROUP LIMITED
創天傳承集團有限公司