

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**GRAND TALENTS GROUP HOLDINGS LIMITED**  
**廣駿集團控股有限公司**

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

**(Stock Code : 8516)**

**ANNOUNCEMENT OF FIRST QUARTERLY RESULTS**  
**FOR THE THREE MONTHS ENDED 30 JUNE 2021**

The board of directors (the “**Directors**”) of Grand Talents Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”, respectively) announces the unaudited consolidated financial results of the Group for the three months ended 30 June 2021. This announcement, containing the full text of the 2021 first quarterly report of the Company (the “**2021 First Quarterly Report**”), complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM**” and the “**GEM Listing Rules**”, respectively) in relation to information to accompany preliminary announcement of quarterly results. The printed version of the 2021 First Quarterly Report containing the information required by the GEM Listing Rules will be dispatched to the shareholders of the Company and available for viewing on the websites of GEM at [www.hkgem.com](http://www.hkgem.com) and of the Company at [www.grandtalentsgroup.com.hk](http://www.grandtalentsgroup.com.hk) in due course in the manner as required by the GEM Listing Rules.

For and on behalf of  
**Grand Talents Group Holdings Limited**  
**Ha Chak Hung**  
*Chairman and Executive Director*

Hong Kong, 10 August 2021

*As at the date of this announcement, the executive Directors are Mr. HA Chak Hung, Mr. IP Chu Shing and Ms. TANG Minzhen; the independent non-executive Directors are Dr. FOK Wai Sun, Mr. YUK Kai Yao and Ms. TANG Shui Man.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.grandtalentsgroup.com.hk](http://www.grandtalentsgroup.com.hk).*

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

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

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

*Hong Kong Exchanges 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 report, for which the directors (the “**Directors**”) of Grand Talents Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) 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.*

# CONTENTS

Corporate Information	2
Highlights	4
Consolidated Statement of Profit or Loss and Other Comprehensive Income	5
Consolidated Statement of Changes in Equity	6
Notes to the Consolidated Financial Statements	7
Management Discussion and Analysis	11
Other Information	16



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Ha Chak Hung (*Chairman*)  
Mr. Ip Chu Shing (*Chief Executive Officer*)  
M. Tang Minzhen

### Independent Non-executive Directors

Ms. Tang Shui Man  
Dr. Fok Wai Sun  
Mr. Yuk Kai Yao

### AUDIT COMMITTEE

Ms. Tang Shui Man (*Chairman*)  
Dr. Fok Wai Sun  
Mr. Yuk Kai Yao

### REMUNERATION COMMITTEE

Dr. Fok Wai Sun (*Chairman*)  
Ms. Tang Shui Man  
Mr. Yuk Kai Yao  
Mr. Ha Chak Hung

### NOMINATION COMMITTEE

Mr. Yuk Kai Yao (*Chairman*)  
Ms. Tang Shui Man  
Dr. Fok Wai Sun  
Mr. Ha Chak Hung

## COMPANY SECRETARY

Ms. Wong Chi Ling, *CPA, FCCA, FCA*

## AUTHORISED REPRESENTATIVES

Mr. Ha Chak Hung  
Ms. Wong Chi Ling

## COMPLIANCE OFFICER

Mr. Ha Chak Hung

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park  
P.O. Box 1350,  
Grand Cayman KY1-1108  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office 15, 9/F., Mega Cube  
No. 8 Wang Kwong Road  
Kowloon  
Hong Kong

## LEGAL ADVISOR

CFN Lawyers in association with Broad & Bright  
Units 4101–4104, 41st Floor  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai, Hong Kong



# CORPORATE INFORMATION

## **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

## **PRINCIPAL BANKER**

Fubon Bank (Hong Kong) Limited

## **AUDITOR**

BDO Limited  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## **COMPANY'S WEBSITE**

[www.grandtalentsgroup.com.hk](http://www.grandtalentsgroup.com.hk)

## **STOCK CODE**

8516



# HIGHLIGHTS

## HIGHLIGHTS

- The revenue of the Group was approximately HK\$8.7 million for the three months ended 30 June 2021, representing a decrease from approximately HK\$11.4 million for the three months ended 30 June 2020. Such decrease was mainly due to (i) the completion of three repair and maintenance works projects; (ii) the negative impact arising from social unrest and the outbreak of novel coronavirus (“**COVID-19**”) which affected the progress of several on-going construction projects and the number of available tenders in the industry; and (iii) the overall economic recession in Hong Kong.
- The gross profit was approximately HK\$0.1 million for the three months ended 30 June 2021, as compared to the gross loss of approximately HK\$1.6 million for the three months ended 30 June 2020. Such increase was mainly due to the decrease in payroll.
- The Company recorded a net loss attributable to owners of the Company of approximately HK\$2.4 million for the three months ended 30 June 2021, as compared to a net loss attributable to owners of the Company of approximately HK\$5.1 million recorded for the three months ended 30 June 2020. Such decrease in net loss for the period was mainly due to the decrease in payroll.



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2021

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

	Notes	Three months ended 30 June	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
<b>Revenue</b>	3	8,659	11,387
Cost of sales		(8,556)	(13,012)
<b>Gross profit/(loss)</b>		103	(1,625)
Other income		769	340
Administration expenses		(3,006)	(3,362)
Finance costs		(262)	(431)
<b>Loss before taxation</b>		(2,396)	(5,078)
Income tax expense	4	—	—
<b>Loss and total comprehensive expenses for the period, attributable to:</b>			
Owners of the Company		(2,396)	(5,078)
Non-controlling interests		—	—
<b>Loss per share:</b>		<b>HK cents</b>	HK cents
Basic and diluted	6	(0.50)	(1.06)



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2021

	Attributable to equity shareholders of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note i)	Exchange reserve HK\$'000 (Note ii)	Retained (loss)/ profits HK\$'000 (Note iii)	
<b>At 31 March 2020 (audited)</b>	4,800	35,187	15,457	(110)	6,761	62,095
Loss and total comprehensive expenses for the period	—	—	—	—	(5,078)	(5,078)
<b>At 30 June 2020 (unaudited)</b>	4,800	35,187	15,457	(110)	1,683	57,017
<b>At 31 March 2021 (audited)</b>	4,800	35,187	15,457	(136)	(22,777)	32,531
Loss and total comprehensive expenses for the period	—	—	—	—	(2,396)	(2,396)
<b>At 30 June 2021 (unaudited)</b>	4,800	35,187	15,457	(136)	(25,173)	(30,135)

Notes:

- (i) Other reserve represents (a) the deemed distribution to Ms. Wang Shen ("**Ms. Wang**"), mother of Mr. Ha Chak Hung ("**Mr. Ha**"), executive Director and one of the Controlling Shareholders, and Mr. Ha and Mr. Ip Chu Shing ("**Mr. Ip**"), the directors of Talent Mark Development Limited ("**TMD**"), which arises from the differences between the fair values of the lower-than-market advances to each of them and the nominal amounts of the advances at initial recognition; (b) share of deemed contribution of HK\$1,011,000 by the non-controlling interest of Talent Tren Construction Limited ("**Talent Tren**") in respect of a waiver of the amount due to TMD in the amount of HK\$3,062,000 pursuant to a debt waiver agreement entered into between TMD and Talent Tren on 10 October 2016; and (c) the consideration in acquiring the entire equity interests of Talent Mart Construction Co., Ltd. ("**TMC**") and TMD by allotment and issuance of 4,000 and 4,200 ordinary shares with par value of US\$1 each of China Talents Group Limited ("**China Talents**") to Talent Prime Group Limited ("**Talent Prime**") and the reclassification of share capital of TMD and TMC to other reserve, (d) the reclassification of share capital of China Talents of HK\$78,000 (equivalent of US\$10,000) and share premium of China Talents of HK\$13,994,000 to other reserve upon completion of the reorganisation (please refer to the Annual Report 2021 published on 30 June 2021 for the details of reorganisation).
- (ii) The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- (iii) It represents cumulative net profits recognised in the consolidated statement of profit or loss and other comprehensive income.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2021

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law Chapter 22 of the Cayman Islands as an exempted company with limited liability on 23 October 2017. Its parent and ultimate holding company is Talent Prime, a limited liability company incorporated in the British Virgin Islands (the “BVI”). Its ultimate controlling parties are Mr. Ha and Mr. Ip who are also the directors of the Company.

The Company is an investment holding company. The Group is principally engaged in provision of civil engineering construction works of road and highway related infrastructures and repair and maintenance works for structures of roads and highways.

The shares of the Company (the “Share(s)”) were listed on GEM of the Stock Exchange by way of share offer (the “Listing”) on 15 October 2018 (the “Listing Date”).

The consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

The Unaudited Consolidated Financial Statement are presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company.

## 2. BASIS OF PREPARATION

The consolidated financial information for the three months ended 30 June 2021 have been prepared in accordance with HKAS 34, all applicable Hong Kong Financial Reporting Standards and Interpretations (hereinafter collectively referred to as the “HKFRSs”) issued by the HKICPA and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The consolidated financial information should be read in conjunction with the Company’s consolidated financial statements for the year ended 31 March 2021, which have been prepared in accordance with HKFRSs issued by the HKICPA.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2021

## 2. BASIS OF PREPARATION *(Continued)*

The principal accounting policies used in the consolidated financial statements for the three months ended 30 June 2021 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2021, and the adoption of the new and revised HKFRSs have no material impact on the Group's accounting policies and consolidated financial statements, as stated in the Annual Report 2021.

The consolidated financial statements have been prepared under historical cost convention.

## 3. REVENUE AND SEGMENT INFORMATION

	Three months ended 30 June	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue		
The Group's revenue is analysed as follows:		
Repair and maintenance works	8,659	11,387
Civil engineering construction works	—	—
	8,659	11,387

### Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker ("CODM"), Mr. Ha and Mr. Ip, the Controlling Shareholders, for the purposes of resource allocation and assessment of segment performance focuses on types of services delivered or provided. Information reported to CODM is based on business line operated by the Group. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2021

## 3. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment reporting *(Continued)*

Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

- (i) Civil engineering construction works — Provision of civil engineering construction works of road and highway related infrastructures
- (ii) Repair and maintenance works — Provision of repair and maintenance works for structures of roads and highways

The Group's CODM make decisions according to the operating results of each segment. No analysis of segment asset and segment liability is presented as the Group's CODM does not regularly review such information for the purpose of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

## 4. INCOME TAX EXPENSE

	Three months ended 30 June	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
<b>Hong Kong Profits Tax</b>		
— Current period	—	—
<b>Deferred taxation</b>	—	—
	—	—

No Hong Kong profits tax is provided as the Group has no estimated profit for the three months ended 30 June 2021.

Hong Kong profits tax has been provided in accordance with the two-tiered profits tax regime (for the three months ended 30 June 2020: at the rate of 16.5%) for the three months ended 30 June 2021.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2021

## 5. DIVIDEND

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

## 6. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue during the three months ended 30 June 2021 of 480,000,000 (for the three months ended 30 June 2020: 480,000,000):

	Three months ended 30 June	
	2021	2020
	(unaudited)	(unaudited)
<b>Loss</b>		
Loss for the purpose of basic loss per share (HK\$'000)	(2,396)	(5,078)
<b>Number of shares:</b>		
Weighted average number of ordinary shares for the purposes of basic loss per share	480,000,000	480,000,000

Diluted loss per share is the same as the basic loss per share of the Company for both periods as there were no dilutive potential ordinary shares for the three months ended 30 June 2021 and 2020.

# MANAGEMENT DISCUSSION AND ANALYSIS

Unless otherwise stated, the capitalized terms used in this report shall have the same meaning as those used in the prospectus of the Company (the “**Prospectus**”) dated 29 September 2018.

## **BUSINESS REVIEW AND PROSPECT**

The Group is an established subcontractor engaged in civil engineering works with over ten years of experience. The Group principally repairs and maintains structures of roads and highways in Hong Kong, with focus in Kowloon and Hong Kong Island. Since 2013, the Group has extended its services to civil engineering construction works including construction of barrier-free access facilities and drainage systems in Hong Kong.

The Group has undertaken (i) repair and maintenance projects for roads and highways and other infrastructures such as construction of pavilion and seawall; and (ii) civil engineering construction projects. During the three months ended 30 June 2021, the Company operated under a challenging atmosphere as public demonstrations and the outbreak of COVID-19 in Hong Kong adversely impacted the Group’s construction activities. In addition, the Group witnessed a decrease in the number of available tenders in the industry. Despite this, the Group has continued to focus on developing its business of undertaking repair and maintenance works and civil engineering construction works in Hong Kong.

The outbreak of the COVID-19 throughout the year has created uncertainty to Hong Kong and imposed negative impacts on the construction industry, including supply chain disruptions, workforce shortages due to illness and preventive quarantines, and work stoppages due to measures imposed by the government. Looking forward, despite the outbreak of COVID-19 in Hong Kong, the government will resume to execute the infrastructure projects as planned in the coming years. But under the current competitive tendering market, the award tender price for the maintenance projects are really low. Our Group expect this low bid atmosphere will be short-term. Our Group will continue to submit tenders for civil engineering projects as well as the maintenance projects in order to gain more profit for the Group and the shareholders.

## **Risk management and internal control**

As at 30 June 2021 and the date of this report, save as disclosed otherwise, the business environment and regulatory environment in which the Group operates have not witnessed any material change, and internal operations and management and financial operations have been running smoothly, and thereby no other major risk factors need to be disclosed separately. In accordance with the revised Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules, the Group continuously improves the risk management and internal control systems. The Board believes that these measures will strengthen the risk management and internal control systems of the Group.



# MANAGEMENT DISCUSSION AND ANALYSIS

## Compliance

The Group was not involved in any claim, lawsuit, litigation or arbitration of material nature and, was not aware of any incidents of non-compliance with the applicable laws and regulations as at the date of this report. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, in particular, those which have significant impact on the Group. The Company is not aware of the occurrence of any other material non-compliance incidents during the three months ended 30 June 2021.

## FINANCIAL REVIEW

### Revenue

The Group's revenue principally represented income derived from civil engineering works such as management and maintenance of roads and highways in Hong Kong and construction projects.

The revenue of the Group decreased by approximately HK\$2.7 million from approximately HK\$11.4 million for the three months ended 30 June 2020, to approximately HK\$8.7 million for the three months ended 30 June 2021. Such decrease is mainly attributable to (i) the completion of three repair and maintenance works and one civil engineering construction work; (ii) the negative impact arising from social unrest and the outbreak of COVID-19 which affected the progress of several on-going construction projects and the number of available tenders in the industry; and (iii) the overall economic recession in Hong Kong.

### Cost of sales

The cost of sales primarily consists of staff costs, sub-contracting fees, and construction materials and supplies. The cost of sales decreased by approximately HK\$4.5 million from approximately HK\$13.0 million for the three months ended 30 June 2020 to approximately HK\$8.6 million for the three months ended 30 June 2021, which was mainly attributable to the decrease in payroll and material costs.

### Gross profit/(loss) and gross profit/(loss) margin

The gross profit was approximately HK\$0.1 million for the three months ended 30 June 2021, as compared to the gross loss of approximately HK\$1.6 million for the three months ended 30 June 2020. The gross profit/(loss) margin was approximately 1.2% and (14.3)% for the three months ended 30 June 2021 and 2020 respectively. Such increase was mainly due to decrease in payroll.



# MANAGEMENT DISCUSSION AND ANALYSIS

## Other income

The Group recorded other income of HK\$769,000 during the three months ended 30 June 2021 (three months ended 30 June 2020: HK\$340,000). The increase was mainly due to the receipt of government subsidy.

## Administrative expenses

Administrative expenses consist primarily of auditors' remunerations, depreciation, directors' remuneration, entertainments, legal and professional fee, motor vehicles expenses, and staff costs. The administrative expenses remained stable at approximately HK\$3.4 million and HK\$3.0 million for the three months ended 30 June 2020 and 2021.

## Finance costs

The finance costs decreased by approximately 39.2% from HK\$431,000 for the three months ended 30 June 2020 to approximately HK\$262,000 for the three months ended 30 June 2021. The decrease was mainly due to the repayment in bank and other borrowings.

## Income tax

Income tax represents income tax paid or payable by the Group, at the applicable tax rates in accordance with the relevant laws and regulations in each tax jurisdiction the Group operates or domiciles. The Group had no tax payable in other jurisdiction other than Hong Kong during the three months ended 30 June 2020 and 2021. The Group's operations in Hong Kong are subject to the two-tiered profits tax regime, which the first HK\$2 million of profits of qualifying entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. No profits tax payable is recorded for the three months ended 30 June 2020 and 2021.

## Loss for the period

As a result of the foregoing, the loss for the period improved from approximately HK\$5.1 million for the three months ended 30 June 2020 to a loss for the period of approximately HK\$2.4 million for the three months ended 30 June 2021. Such decrease was mainly due to decrease in payroll.



# MANAGEMENT DISCUSSION AND ANALYSIS

## EVENTS AFTER THE REPORTING PERIOD

On 16 June 2021, the Company entered into a placing agreement (the “**Placing Agreement**”) with Lego Securities Company Limited (the “**Placing Agent**”), pursuant to which the Company conditionally agreed to place, through the Placing Agent on a best effort basis, up to 91,200,000 new shares (the “**Placing Shares**”) of the Company at a price of HK\$0.105 per Placing Share (the “**Placing Price**”) to not less than six independent placees (the “**Placing**”). The Placing Price represented a discount of approximately 17.3% to the closing price of HK\$0.127 per Share as quoted on the Stock Exchange on 16 June 2021, being the date of the Placing Agreement. The Placing Price was determined after arm’s length negotiation between the Company and the Placing Agent with reference to the prevailing market prices of the Shares. The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) were fair and reasonable based on the market conditions and was in the interests of the Company and the Shareholders as a whole.

Completion of the Placing took place on 5 July 2021 and an aggregate of 91,200,000 Placing Shares were issued and allotted to not less than six placees at the Placing Price of HK\$0.105 per Placing Share, representing approximately 15.97% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing. The aggregate nominal value of the Placing Shares issued and allotted was approximately HK\$912,000. The gross and net proceeds from the Placing, after deduction of expenses related to the Placing, amounted to approximately HK\$9.6 million and HK\$9.2 million respectively, representing a net issue price of approximately HK\$0.101 per Placing Share, which were intended to be used as the Group’s general working capital and repayment of outstanding indebtedness of the Group.

Save as disclosed above, there were no other significant events subsequent to period end and up to the date of this announcement.





# MANAGEMENT DISCUSSION AND ANALYSIS

## **DIVIDEND**

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

## **FOREIGN CURRENCY EXPOSURE**

Since the Group's business activities are solely operated in Hong Kong and mainly denominated in Hong Kong dollars, the Directors consider that the Group's risk in foreign exchange is insignificant.



## OTHER INFORMATION

### CORPORATE GOVERNANCE PRACTICES

The Board is responsible for performing the corporate governance duties as set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 15 of the GEM Listing Rules, which includes developing and reviewing the Company’s policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company’s compliance with the code provision in the CG Code and disclosures in this report.

The Board is of the view that the Company has complied with all the principles and applicable code provisions of the CG Code during the three months ended 30 June 2021.

### CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiries to all Directors, each of them has confirmed that he/she has fully complied with the Required Standard of Dealings during the three months ended 30 June 2021.

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Scheme**”), the principal terms of which are summarised in the sub-section headed “Appendix IV — Statutory and General Information — D. Share Option Scheme” in the Prospectus.

No share option has been granted or exercised under the Scheme during the three months ended 30 June 2020. No share option was outstanding as at 30 June 2021.



## OTHER INFORMATION

### PURCHASE, SALE OR REDEMPTION OF THE SHARES

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

### DISCLOSURE OF INTERESTS

#### (a) Interests and/or short positions of Directors and chief executives in the Shares, underlying shares and debentures of the Company and its associated corporations

So far as is known to the Director, as at 30 June 2021, the Directors or chief executives of the Company had the following interests and/or short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, will be required to be notified to the Company and the Stock Exchange:

#### (i) Interests in the Company

Name of Director	Capacity	Number of shares held (Note 1)	Percentage of interest in the Company
Mr. Ha (Note 2)	Interest of a controlled corporation	171,669,000 (L)	35.76%
Mr. Ip (Note 2)	Interest of a controlled corporation	171,669,000 (L)	35.76%



## OTHER INFORMATION

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. Each of Mr. Ha and Mr. Ip beneficially owns 50% of the issued share capital of Talent Prime. Therefore, Mr. Ha and Mr. Ip are deemed to be interested in all the Shares held by Talent Prime for the purpose of the SFO. Mr. Ha, Mr. Ip and Talent Prime are regarded as a group of Controlling Shareholders acting in concert to exercise their voting rights in the Company and they together will be interested in a total of 35.76% of the issued share capital of the Company upon completion of Share Offer. Mr. Ha and Mr. Ip are the directors of Talent Prime.

### (ii) Interests in associated corporation of the Company

Name of Director	Name of associated corporation	Capacity	Number of shares held	Percentage of shareholding interest
Mr. Ha	Talent Prime Group Limited	Beneficial owner	50	50%
Mr. Ip	Talent Prime Group Limited	Beneficial owner	50	50%

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



## OTHER INFORMATION

### (b) Interests and/or short position of substantial shareholders in the Shares which are discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors, as at 30 June 2021, the following persons (not being a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was, directly or indirectly interested in 10% or more of the issued share capital of the Company.

Name of substantial shareholder	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
Talent Prime Group Limited	Beneficial owner	171,669,000 (L)	35.76%
Ms. Chung Ching Yan (Note 2)	Interest of spouse	171,669,000 (L)	35.76%
Ms. Lee Ming Ho (Note 3)	Interest of spouse	171,669,000 (L)	35.76%

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. Ms. Chung Ching Yan is the spouse of Mr. Ha. Under the SFO, Ms. Chung is deemed, or taken to be, interested in the same number of Shares in which Mr. Ha is interested.
3. Ms. Lee Ming Ho is the spouse of Mr. Ip. Under the SFO, Ms. Lee is deemed to be interested in the same number of Shares in which Mr. Ip is interested.

Save as disclosed above, so far as is known to the Directors, as at the date of this report, there are no other person (not being a Director or chief executive of the Company) who had an interest or a short position in the Shares or underlying shares or debentures of the Company or any of its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was, directly or indirectly interested in 10% or more of the issued share capital of the Company.



## OTHER INFORMATION

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Other than companies of the Group, none of the Directors or their respective close associates (as defined in the GEM Listing Rules) has interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

### AUDIT COMMITTEE

The Company established an audit committee (the "**Audit Committee**") on 21 September 2018 with its written terms of reference in compliance with the GEM Listing Rules. The Audit Committee comprises of three members, namely Ms. Tang Shui Man (*Chairman*), Mr. Yuk Kai Yao and Dr. Fok Wai Sun, all of them being independent non-executive Directors.

The unaudited first quarterly results of the Company for the three months ended 30 June 2021 have not been audited by the Company's independent auditors, but have been reviewed by members of the Audit Committee who have provided advice and comments thereon. The Audit Committee is of the opinion that such financial results comply with the applicable accounting standards and the GEM Listing Rules, and that adequate disclosures have been made.

By order of the Board of  
**Grand Talents Group Holdings Limited**  
**Ha Chak Hung**  
*Chairman and Executive Director*

Hong Kong, 10 August 2021

*As at the date of this report, the executive Directors are Mr. Ha Chak Hung, Mr. Ip Chu Shing and Ms. Tang Minzhen; and the independent non-executive Directors are Ms. Tang Shui Man, Dr. Fok Wai Sun and Mr. Yuk Kai Yao.*

