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## **HM International Holdings Limited**

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

**(Stock Code: 8416)**

### **2021 THIRD QUARTERLY RESULTS ANNOUNCEMENT**

The board of directors (the “**Board**”) of HM International Holdings Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries for the three months and nine months ended 30 September 2021. This announcement, containing the full text of the 2021 third quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcement of the 2021 third quarterly results. The printed version of the Company’s 2021 third quarterly report will be delivered to shareholders of the Company and will be available for viewing on the GEM website and the Company’s website in due course.

By order of the Board  
**HM International Holdings Limited**  
**Yu Chi Ming**  
*Chairman and Executive Director*

Hong Kong, 9 November 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Chi Ming, Mr. Chan Wai Lin and Ms. Chan Wai Chung Caroline; and the independent non-executive directors of the Company are Mr. Choi Hon Ting Derek, Mr. Ng Jack Ho Wan and Mr. Wan Chi Wai Anthony.*

*This announcement, for which the directors of 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 of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 is published on the GEM website at “www.hkgem.com” and will remain on its “Latest Listed Company Information” page for at least seven days from the date of publication. This announcement will also be published on the Company’s website at “www.hetermedia.com”.*

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

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

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

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*This report, for which the directors of HM International Holdings Limited (the “**Company**” and the “**Directors**”, respectively) 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 and its subsidiaries (collectively, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

### THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries for the three months and nine months ended 30 September 2021, together with the comparative unaudited figures for the corresponding periods in 2020, as follows.

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

*For the three months and nine months ended 30 September 2021*

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue	3	41,530	30,981	131,059	91,503
Cost of sales		(25,218)	(18,575)	(78,365)	(55,169)
Gross profit		16,312	12,406	52,694	36,334
Other income and net gains/(losses)		33	3,770	(322)	4,544
Selling expenses		(3,427)	(2,873)	(10,553)	(7,821)
Administrative expenses		(10,200)	(11,153)	(30,835)	(29,748)
Share of profit/(loss) of an associate/a joint venture		9	185	476	(75)
Finance costs		(378)	(858)	(1,399)	(2,383)
Profit before tax		2,349	1,477	10,061	851
Income tax credit/(expense)	5	48	(77)	(553)	(340)
Profit for the period	6	2,397	1,400	9,508	511
Other comprehensive expenses					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translating foreign operations		-	-	(42)	(14)
Total comprehensive income for the period		2,397	1,400	9,466	497

		For the three months ended 30 September		For the nine months ended 30 September	
		2021	2020	2021	2020
<i>Note</i>		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit for the period attributable to:					
	Owners of the Company	<b>2,218</b>	1,218	<b>9,298</b>	289
	Non-controlling interest	<b>179</b>	182	<b>210</b>	222
		<u><b>2,397</b></u>	<u>1,400</u>	<u><b>9,508</b></u>	<u>511</u>
Total comprehensive income attributable to:					
	Owners of the Company	<b>2,218</b>	1,218	<b>9,256</b>	275
	Non-controlling interest	<b>179</b>	182	<b>210</b>	222
		<u><b>2,397</b></u>	<u>1,400</u>	<u><b>9,466</b></u>	<u>497</u>
Earnings per share attributable to the owners of the Company during the period					
	Basic and diluted ( <i>HK cents</i> )	<b>0.55</b>	0.30	<b>2.32</b>	0.07

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2021

	Attributable to owners of the Company							Non-controlling interest	Total equity
	Share capital	Share premium	Special reserve	Share-based payments reserve	Translation reserve	Retained earnings	Sub-total		
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
	<i>(Note)</i>								
Balance at 1 January 2021 (audited)	4,000	39,009	138	245	247	39,813	83,452	(2,654)	80,798
NCI share of post-acquisition	-	-	-	-	-	-	-	559	559
Profit and total comprehensive (expense)/ income for the period	-	-	-	-	(42)	9,298	9,256	210	9,466
Recognition of equity-settled share-based payment	-	-	-	(12)	-	12	-	-	-
<b>Balance at 30 September 2021 (unaudited)</b>	<b>4,000</b>	<b>39,009</b>	<b>138</b>	<b>233</b>	<b>205</b>	<b>49,123</b>	<b>92,708</b>	<b>(1,885)</b>	<b>90,823</b>
Balance at 1 January 2020 (audited)	4,000	39,009	138	252	(67)	44,305	87,637	(82)	87,555
NCI share of post-acquisition	-	-	-	-	-	-	-	(375)	(375)
Profit and total comprehensive (expense)/ income for the period	-	-	-	-	(14)	289	275	222	497
Recognition of equity-settled share-based payment	-	-	-	28	-	-	28	-	28
<b>Balance at 30 September 2020 (unaudited)</b>	<b>4,000</b>	<b>39,009</b>	<b>138</b>	<b>280</b>	<b>(81)</b>	<b>44,594</b>	<b>87,940</b>	<b>(235)</b>	<b>87,705</b>

*Note:* Special reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the reorganisation in prior years.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL

The Company was incorporated in the Cayman Islands on 13 January 2016 as an exempted company with limited liability. The Company's parent and ultimate holding company is HM Ultimate Holdings Limited, a company incorporated in the British Virgin Islands and owned by Mr. Yu Chi Ming and Mr. Chan Wai Lin. The Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622) and its shares have been listed on GEM of the Stock Exchange since 11 January 2017.

The address of the registered office of the Company is PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and the principal place of business in Hong Kong is 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. The Company is an investment holding company. The Group is principally engaged in the provision of integrated printing services (including provision of financial printing services, marketing collateral printing services and other services).

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2021 have been prepared in accordance with applicable Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the audited financial statements for the year ended 31 December 2020.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK\$'000") unless otherwise stated.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### Amendments to HKFRSs that are mandatorily effective for the current period

In the current period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
Amendment to HKFRS 16	Covid-19-Related Rent Concessions

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period had no material impact on the Group’s financial positions and performance for the current and prior period and/or on the disclosures set out in these consolidated financial statements.

### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments <sup>1</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>2</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2022.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 3. REVENUE

	For the three months ended 30 September		For the nine months ended 30 September	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Recognised over time				
– Provision of financial printing services	36,793	28,359	115,819	85,146
– Provision of marketing collateral printing services	2,917	2,184	10,944	4,198
– Provision of other services	1,808	438	4,296	2,159
	<u>41,518</u>	<u>30,981</u>	<u>131,059</u>	<u>91,503</u>

### 4. SEGMENT INFORMATION

HKFRS 8 *Operating Segments*, requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker, for the purpose of resources allocation and performance assessment. On this basis, the Group has determined that it only has one operating segment which is the provision of integrated printing services.

In addition, all of the Group's revenue is substantially generated in Hong Kong and all of the Group's assets and liabilities are also substantially located in Hong Kong. Accordingly, the Group does not present separately segment information.

#### Information about major customers

No individual customer contributed over 10% of the total revenue of the Group during the periods ended 30 September 2021 and 2020.



## 5. INCOME TAX EXPENSE

	For the three months ended 30 September		For the nine months ended 30 September	
	2021	2020	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Hong Kong Profits Tax				
Current tax				
– Current period	43	171	333	331
The People's Republic of China (the “PRC”) Enterprise Income Tax				
Current tax				
– Current period	(87)	131	221	234
Deferred tax credit				
– Current period	(4)	(225)	(1)	(225)
Total income tax (credit)/expense recognised in profit or loss	<u>(48)</u>	<u>77</u>	<u>553</u>	<u>340</u>

In 2021, the Hong Kong Profits Tax is calculated under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% (2020: 16.5%).

The Group is not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in those jurisdictions.

The PRC corporate income tax in respect of operations in Mainland China is calculated at the applicable tax rates on the estimated assessable profits for the period based on existing legislation, interpretations and practices in respect thereof.

## 6. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Employee benefits expense (including directors' emoluments):				
Salaries, allowances and other benefits in kind	14,603	13,144	44,193	35,599
Contributions to retirement benefits schemes	740	696	2,197	1,741
Equity-settled share-based payments	-	-	-	28
Total employee benefits expense	<u>15,343</u>	<u>13,840</u>	<u>46,690</u>	<u>37,368</u>
Auditor's remuneration	222	226	666	679
Amortisation of intangible assets (included in cost of sales on the unaudited condensed consolidated statement of profit or loss and other comprehensive income)	240	76	676	133
Depreciation of property, plant and equipment	756	1,407	2,313	2,972
Depreciation of right-of-use assets	3,518	2,273	8,445	7,089
Provision for impairment losses on trade receivables	-	-	-	1,400
Donation	25	12	27	12
Rental expense from short-term leases	<u>322</u>	<u>(91)</u>	<u>723</u>	<u>172</u>

## 7. DIVIDENDS

The Board did not recommend a payment of dividend for the nine months ended 30 September 2021 (nine months ended 30 September 2020: nil).

## 8. EARNINGS PER SHARE

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

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 (Unaudited)	2020 (Unaudited)	2021 (Unaudited)	2020 (Unaudited)
Profit attributable to owners of the Company (HK\$'000)	<u>2,218</u>	<u>1,218</u>	<u>9,298</u>	<u>289</u>
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (in thousand)	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>
Basic and diluted earnings per share (HK cents)	<u>0.55</u>	<u>0.30</u>	<u>2.32</u>	<u>0.07</u>

For the nine months ended 30 September 2021 and 2020, the calculation of the basic earnings per share is based on the profit attributable to owners of the Company and the weighted average number of ordinary shares issued during the periods.

No diluted earnings per share is presented for the nine months ended 30 September 2021 and 2020, as there was no dilutive potential ordinary share outstanding. The computation of diluted earnings per share for the current period does not assume the exercise of the share options because the exercise price of those share options was higher than the average market price of shares.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

During the period under review, we continued to adhere to our core business of offering a wide spectrum of services, from financial printing for corporations listed on the Stock Exchange and potential listing applicants to marketing collateral printing for fund houses and insurance companies. The revenue of the Group rose by approximately HK\$39.6 million during the period, for an increase of approximately 43.2% compared with the same period last year. This increase is attributable to the organic business growth and the contribution of the revenue of i.Link Group Limited, a subsidiary acquired on 31 July 2020 and whose comparative figures were only included in the financial results from 1 August 2020 to 30 September 2020. Unless otherwise stated in the separate expenses headings, the reason for the increase in expenses relative to the same period last year stemmed from that acquisition.

In September 2021, we acquired 51% equity interest of TILT PTE Limited, a Singaporean based company that provides art and graphic design services for SGD119,340. The acquisition will further strengthen our design services for our clients.

### **OUTLOOK**

We remain reasonably optimistic about sustaining our core business throughout the rest of the year, despite the uncertainties created by the COVID-19 pandemic.

We will also continue to explore potential opportunities to develop our core and related businesses, and, if appropriate, explore selective acquisition and partnership in order to strengthen our revenue base and maximizing both returns to shareholders and the value of the Group.

## FINANCIAL REVIEW

### Revenue

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Financial printing projects	36,793	28,359	115,819	85,146
Marketing collateral printing projects	2,917	2,184	10,944	4,198
Other projects	1,808	438	4,296	2,159
	<u>41,518</u>	<u>30,981</u>	<u>131,059</u>	<u>91,503</u>

The Group's revenue increased by approximately HK\$39.6 million, or 43.2%, from approximately HK\$91.5 million for the nine months ended 30 September 2020 to approximately HK\$131.1 million for the nine months ended 30 September 2021. Such increase was mainly due to the increase in revenue generated from financial printing projects, and marketing collateral printing projects.

### Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately HK\$16.4 million, or 45.0%, from approximately HK\$36.3 million for the nine months ended 30 September 2020 to approximately HK\$52.7 million for the nine months ended 30 September 2021. Such increase was mainly due to the increase in revenue. Our gross profit margins for the nine months ended 30 September 2020 and 2021 were approximately 39.7% and 40.2% respectively.

### Other Income and Net Gains/(Losses)

The Group's other income decreased by approximately HK\$4.8 million from a net gain of approximately HK\$4.5 million for the nine months ended 30 September 2020 to a net loss of approximately HK\$0.3 million for the nine months ended 30 September 2021. Such decrease was mainly attributable to the Hong Kong Government's subsidy received under the Employment Support Scheme in last period, and the written off of furniture decoration in current period.

## **Selling Expenses**

The Group's selling expenses increased by approximately HK\$2.7 million, or 34.9%, from approximately HK\$7.8 million for the nine months ended 30 September 2020 to approximately HK\$10.5 million for the nine months ended 30 September 2021. The increase was generally in line with the increase in the Group's revenue during the Current Period.

## **Administrative Expenses**

The Group's administrative expenses increased by approximately HK\$1.1 million, or 3.7%, from approximately HK\$29.7 million for the nine months ended 30 September 2020 to approximately HK\$30.8 million for the nine months ended 30 September 2021.

## **Finance Costs**

Finance costs decreased by approximately HK\$1.0 million from approximately HK\$2.4 million for the nine months ended 30 September 2020 to approximately HK\$1.0 million for the nine months ended 30 September 2021. Such decrease was mainly due to the decrease in interest on lease liabilities.

## **Taxation**

Income tax expense increased by approximately HK\$0.2 million, or 62.6%, from approximately HK\$0.3 million for the nine months ended 30 September 2020 to approximately HK\$0.5 million for the nine months ended 30 September 2021. The increase was primarily attributable to the increase in profit before tax.

## **Profit for the Period**

Profit after tax of the Group increased by approximately HK\$9.0 million, from approximately HK\$0.5 million for the nine months ended 30 September 2020 to approximately HK\$9.5 million for the nine months ended 30 September 2021. The increase was mainly due to the increase in gross profit. The net profit margins for the nine months ended 30 September 2020 and 2021 were approximately 0.6% and 7.3% respectively.

## **CONTINGENT LIABILITIES**

As at 30 September 2021, the Group did not have any significant contingent liabilities.

## **DIVIDENDS**

The Board did not recommend a payment of dividend for the nine months ended 30 September 2021 (for the nine months ended 30 September 2020: nil).

## **FOREIGN CURRENCY EXPOSURE**

The Group's businesses are mainly operated in Hong Kong. The sales and purchases are mainly denominated in Hong Kong dollars and customers rarely request to settle our billing by other foreign currencies such as United States dollars ("USD") and Renminbi ("RMB").

The Group's assets, liabilities and transactions are mainly denominated in HK\$. Only a little portion of the Group's deposits with bank are denominated in Singapore dollars, Taiwan new dollars, USD and RMB which are freely convertible into HK\$. The Directors are of the view that the Group's operating cash flow and liquidity are not subject to significant foreign exchange rate risks and, therefore, no hedging arrangements were made during the nine months ended 30 September 2021. However, the Group will review and monitor the relevant foreign exchange risk from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when applicable.

## **EVENTS AFTER THE REPORTING PERIOD**

After 30 September 2021 and up to the date of this report, save as disclosed in this report, the Board is not aware of any significant events requiring disclosure that have occurred.

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

#### Long Position in the Shares of the Company (the “Shares”)

Name of Director	Nature of interests	Number of ordinary Shares interested	Approximate percentage* of shareholding
Yu Chi Ming	Interests held jointly with another person; interest held by a controlled corporation ( <i>Note</i> )	222,760,000	55.69%
Chan Wai Lin	Interests held jointly with another person; interest held by a controlled corporation ( <i>Note</i> )	222,760,000	55.69%
Chan Wai Chung Caroline	Beneficial owner	1,700,000	0.43%

*Note:* HM Ultimate Holdings Limited (“HM Ultimate”) is beneficially owned as to 70.2% by Mr. Yu and 29.8% by Mr. Chan. Mr. Yu and Mr. Chan together control all the 222,760,000 Shares held by HM Ultimate.

\* The percentage represents the number of ordinary Shares involved divided by the total number of issued Shares as at 30 September 2021.



## Long Position in the Shares of the Associated Corporation of the Company

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Nature of interests</b>	<b>Number of ordinary shares interested</b>	<b>Percentage** of shareholding</b>
Yu Chi Ming	HM Ultimate	Beneficial owner	702	70.2%
Chan Wai Lin	HM Ultimate	Beneficial owner	298	29.8%

\*\* *The percentage represents the number of ordinary shares involved divided by the total number of issued shares of the associated corporation as at 30 September 2021.*

Save as disclosed above, as at 30 September 2021, none of the Directors or the chief executive of the Company had any interests or short positions 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 as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

## **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 30 September 2021, the following persons/entities other than a Director or chief executive of the Company had interests or short positions in the Shares or underlying Shares as recorded in the register of the Company required to be kept under section 336 of the SFO:

## Long Position in the Shares of the Company

Name of shareholder	Nature of interests	Number of ordinary Shares interested	Approximate percentage*** of shareholding
HM Ultimate ( <i>Note 1</i> )	Beneficial owner	222,760,000	55.69%
Wong Mee Che Lilian	Interest of spouse ( <i>Note 2</i> )	222,760,000	55.69%
Tang Wai Kwan May	Interest of spouse ( <i>Note 3</i> )	222,760,000	55.69%
Tse Kam Wing Walter (“Mr. Tse”)	Beneficial owner	72,285,000	18.07%
Wong Yuk Sim Kathy	Interest of spouse ( <i>Note 4</i> )	72,285,000	18.07%

*Note 1:* HM Ultimate is beneficially owned as to 70.2% by Mr. Yu and 29.8% by Mr. Chan. Mr. Yu and Mr. Chan together control all the Shares held by HM Ultimate. This interest of HM Ultimate is also disclosed as the interest of Mr. Yu and Mr. Chan in the above section headed “Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations”.

*Note 2:* Ms. Wong Mee Che Lilian is the spouse of Mr. Yu. Ms. Wong Mee Che Lilian is deemed to be interested in the same number of Shares in which Mr. Yu is interested by virtue of the SFO.

*Note 3:* Ms. Tang Wai Kwan May is the spouse of Mr. Chan. Ms. Tang Wai Kwan May is deemed to be interested in the same number of Shares in which Mr. Chan is interested by virtue of the SFO.

*Note 4:* Ms. Wong Yuk Sim Kathy is the spouse of Mr. Tse. Ms. Wong Yuk Sim Kathy is deemed to be interested in the same number of Shares in which Mr. Tse is interested by virtue of the SFO.

\*\*\* The percentage represents the number of ordinary Shares involved divided by the total number of issued Shares as at 30 September 2021.

Save as disclosed above, as at 30 September 2021, other than the Directors whose interests are set out in the above paragraph headed “Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations”, no person had any interest or short position in the Shares or underlying Shares recorded in the register required to be kept under section 336 of the SFO.

## SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the “Scheme”) on 15 December 2016 which became unconditional upon the listing of the Company on 11 January 2017. Under the terms of the Scheme, the Board may, at its discretion, grant options to eligible participants to subscribe for Shares.

Details of movement of the share options granted under the Scheme for the nine months ended 30 September 2021 are as follows:

Category of option holders	Date of grant (Note 1)	Exercise price per Share	Exercise period	Number of share options					Outstanding as at 30 September 2021
				Outstanding as at 1 January 2021	Granted during the period	Exercised during the period (Note 2)	Lapsed during the period	Cancelled during the period	
Employees of the Group in aggregate									
Group A	16 March 2018	HKS0.70	16 March 2019 to 15 March 2022	25,000	-	-	-	-	25,000
Group B	16 March 2018	HKS0.70	16 March 2020 to 15 March 2023	975,000	-	-	-	(25,000)	950,000
				<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(25,000)</u>	<u>975,000</u>
Total				<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(25,000)</u>	<u>975,000</u>

*Notes:*

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. The number and/or exercise price of the share options may be subject to adjustment in the case of rights or bonus issues, or other changes in the Company's share capital.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2021.

## **CORPORATE GOVERNANCE**

The Company has applied the principles and adopted all code provisions, where applicable, of the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance.

The Directors consider that during the nine months ended 30 September 2021, the Company complied with all the code provisions as set out in the CG Code.

## **DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTEREST IN COMPETING BUSINESS**

None of the Directors or controlling shareholders of the Company or any of their respective close associates as defined in the GEM Listing Rules engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group during the nine months ended 30 September 2021.

## **DIRECTORS’ AND RELEVANT EMPLOYEES’ SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”) as the code of conduct regarding Directors’ dealings in the Company’s securities.

Specific enquiry has been made of all the Directors and the Directors confirmed that they had complied with the Required Standard of Dealings during the nine months ended 30 September 2021.

The Company has also established written guidelines (the “**Employees Written Guidelines**”) on terms no less exacting than the Required Standard of Dealings for dealings in the Company’s securities by relevant employees (as defined in code provision A.6.4 set out in the CG Code as contained in Appendix 15 to the GEM Listing Rules) who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities. During the nine months ended 30 September 2021, no incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

## AUDIT COMMITTEE

The Company had established the audit committee (the “**Audit Committee**”) on 15 December 2016 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Company, make recommendations to the Board on the appointment, re-appointment and removal of the independent auditors, and review the Company’s financial information.

The Audit Committee comprises three members, all being independent non-executive Directors, namely Mr. Ng Jack Ho Wan (chairman of the Audit Committee), Mr. Choi Hon Ting Derek and Mr. Wan Chi Wai Anthony. It has reviewed with the management the accounting principles and practices adopted by the Group and discussed the auditing, risk management, internal control and financial reporting matters, including review of the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2021.

By Order of the Board  
**HM International Holdings Limited**  
**Yu Chi Ming**  
*Chairman and Executive Director*

Hong Kong, 9 November 2021

*As at the date of this report, the executive Directors are Mr. Yu Chi Ming (Chairman), Mr. Chan Wai Lin and Ms. Chan Wai Chung Caroline; and the independent non-executive Directors are Mr. Choi Hon Ting Derek, Mr. Ng Jack Ho Wan and Mr. Wan Chi Wai Anthony.*