



Grand Brilliance

Group Holdings Limited

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8372



2020

THIRD QUARTERLY REPORT



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “HONG KONG 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 Hong Kong 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 Hong Kong Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Grand Brilliance Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group” or “We”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Hong Kong Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading and deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

THIRD QUARTERLY RESULTS

The board of the Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2020, together with the comparative figures for the corresponding period in 2019, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2020

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue	4	15,100	17,248	45,745	49,249
Cost of revenue		(6,941)	(8,423)	(20,576)	(23,538)
Gross profit		8,159	8,825	25,169	25,711
Other income		74	205	1,995	735
Other gains or losses		29	(8)	-	11
Distribution and selling expenses		(247)	(209)	(691)	(738)
Administrative and other operating expenses		(5,461)	(4,709)	(17,038)	(15,754)
Finance costs	5	(32)	(45)	(70)	(149)
Profit before income tax	6	2,522	4,059	9,365	9,816
Income tax expense	7	(487)	(728)	(1,636)	(1,902)
Profit and total comprehensive income for the period attributable to owners of the Company		2,035	3,331	7,729	7,914
Earnings per share attributable to owners of the Company		HK cent	HK cent	HK cent	HK cent
Basic and diluted earnings per share	9	0.25	0.42	0.97	0.99

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2020

	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Share option reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2019 (audited)	8,000	52,499	1,500	–	19,113	81,112
Profit and total comprehensive income for the period	–	–	–	–	7,914	7,914
Recognition of equity-settled share-based payment	–	–	–	702	–	702
Dividend declared (Note 8)	–	–	–	–	(3,500)	(3,500)
At 31 December 2019 (unaudited)	8,000	52,499	1,500	702	23,527	86,228
At 1 April 2020 (audited)	8,000	52,499	1,500	813	25,670	88,482
Profit and total comprehensive income for the period	–	–	–	–	7,729	7,729
Recognition of equity-settled share-based payment	–	–	–	162	–	162
Lapse of share options	–	–	–	(18)	18	–
Dividend declared (Note 8)	–	–	–	–	(3,500)	(3,500)
At 31 December 2020 (unaudited)	8,000	52,499	1,500	957	29,917	92,873

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2020

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability under the Companies Law, Cap. 22 of the Cayman Islands on 5 July 2017. Its shares have been listed on GEM of the Hong Kong Stock Exchange on 29 March 2018 (the "Listing"). The address of the Company's registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is situated at Units 2901-03 and 2905, 29/F, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in supplying medical devices and providing medical device solutions including market trend analysis, sourcing of medical devices, after-sale services, technical support and training services, medical devices leasing services and quality assurance.

The Company's parent is B&A Success Limited ("B&A Success"), a company incorporated in the British Virgin Islands. In the opinion of the Directors, B&A Success is also the ultimate parent of the Company.

The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Group.



2. BASIS OF PREPARATION

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

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2020.

The condensed consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments which are measured at fair values.

The accounting policies adopted in preparing the unaudited condensed consolidated results for the nine months ended 31 December 2020 are consistent with those adopted in the audited financial statements for the year ended 31 March 2020, except for a number of amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants that are effective for the current accounting period of the Group. The adoption of these new and revised HKFRSs has had no material effect on the Group’s results and financial position for the current or prior periods have been prepared or presented.

The Group has not early adopted any new and revised HKFRSs that have been issued but are not yet effective.

The condensed consolidated financial statements for the nine months ended 31 December 2020 have not been audited by the Company’s auditors, but have been reviewed by the audit committee of the Company (the “Audit Committee”).

3. SEGMENT INFORMATION

(a) Operating segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, i.e. directors of the Company who are used to make strategic decisions.

During the reporting periods, the directors assess the operating performance and allocate the resources of the Group as a whole as the Group is primarily engaged in supplying medical devices and providing medical device solutions including market trend analysis, sourcing of medical devices, after-sale services, technical support and training services, medical devices leasing services and quality assurance. Therefore the Group has only one operating segment that qualifies as reportable segment under HKFRS 8 Operating Segment.

(b) Geographical segment information

The Company is an investment holding company and the principal place of the Group's operations is in Hong Kong. Accordingly, management determines that the Group is domiciled in Hong Kong. All of the Group's revenue are derived from and most of the Group's non-current assets are located in Hong Kong. Accordingly, no separate segmental analysis is presented.

(c) Disaggregation of revenue from contracts with customers

	Three months ended 31 December		Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Timing of revenue recognition				
Over time	334	764	1,754	1,923
At a point in time	14,766	16,484	43,991	47,326
	15,100	17,248	45,745	49,249

(d) Information about major customers

For the nine months ended 31 December 2020, revenue from one customer amounted to HK\$5,459,000 which represented more than 10% of the total revenue of the Group.

For the nine months ended 31 December 2019, no revenue from a single customer accounted for 10% or above of the total revenue of the Group.

4. REVENUE

Revenue derived from the principal activities comprises the following:

	Three months ended		Nine months ended	
	31 December		31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue from Contracts with customer:				
Sales of medical devices and products				
Medical consumables	12,551	12,183	36,365	35,374
Medical equipment	1,491	3,832	6,046	10,838
Medical instruments	724	460	1,580	1,105
Others	-	9	-	9
	14,766	16,484	43,991	47,326
Rendering of maintenance services	275	718	1,577	1,798
	15,041	17,202	45,568	49,124
Revenue from other source:				
Rental income from leasing medical devices	59	46	177	125
	15,100	17,248	45,745	49,249

5. FINANCE COSTS

	Three months ended		Nine months ended	
	31 December		31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Interest expenses on lease liabilities	32	45	70	149
	32	45	70	149

6. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

	Three months ended 31 December		Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Reversal of loss allowance for trade receivables	(11)	8	(24)	(11)
Cost of inventories recognised as expense#				
— Carrying amount of inventories consumed	6,077	7,395	18,129	21,466
— Allowance for inventories	492	634	(24)	763
— Write-off of inventories	—	157	1,340	263
	6,569	8,186	19,445	22,492
Depreciation of property, plant and equipment	183	238	663	709
Depreciation of right-of-use assets	613	464	1,749	1,783
Employee costs (including directors' emoluments)				
— Salaries, allowances and other benefits	3,217	3,101	9,695	9,332
— Equity-settled share-based payment expenses	53	(254)	162	702
— Contributions to defined contribution retirement plan	110	104	341	296
	3,380	2,951	10,198	10,330
Bank interest income	(28)	(205)	(346)	(693)
Exchange difference, net	(18)	(37)	24	146
Total minimum lease payments for short-term leases under HKFRS 16, in respect of buildings	462	528	1,563	854
Research and development expenditure^	134	153	415	458

Included in cost of revenue

^ Included in research and development expenditure are staff costs amounted to approximately HK\$363,000 for the nine months ended 31 December 2020 (nine months ended 31 December 2019: approximately HK\$432,000) which have been included in the employee costs above.

7. INCOME TAX EXPENSE

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

	Three months ended 31 December		Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Current tax for the period — Hong Kong Profits Tax	513	766	1,681	1,963
Deferred tax	(26)	(38)	(45)	(61)
	487	728	1,636	1,902

Two-tiered profits tax rate applies to years of assessment commencing on or after 1 April 2018. Under the regime, the first HK\$2 million of the estimated assessable profits of qualifying corporation will be taxed at 8.25%, and the estimated assessable profits above HK\$2 million will be taxed at 16.5%. The two-tiered profits tax rates regime was applicable to the Group for the nine months ended 31 December 2020 and 2019.

8. DIVIDENDS

The Board resolved not to declare the payment of an interim dividend for the nine months ended 31 December 2020 (nine months ended 31 December 2019: Nil).

	Three months ended 31 December		Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Interim dividend for the year ended 31 March 2020 of HK cent 0.4375 per share (2019: HK cent 0.4375 per share)	–	–	3,500	3,500

Note:

An interim dividend of HK0.4375 cent per ordinary share for the year ended 31 March 2020 was declared by the Board, which was paid on Monday, 3 August 2020 to the shareholders of the Company whose name appear on the register of members on Monday, 13 July 2020.

9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the following data:

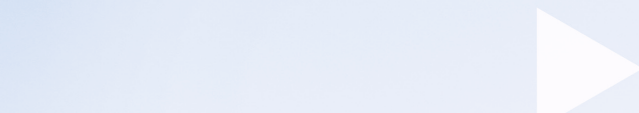
	Three months ended 31 December		Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Earnings				
Profit for the period attributable to owners of the Company	2,035	3,331	7,729	7,914
	'000	'000	'000	'000
Number of shares				
Weighted average number of ordinary shares in issue for the purpose of calculating basic earnings per share	800,000	800,000	800,000	800,000

The calculation of basic earnings per share is based on the profit for the period attributable to owners of the Company of approximately HK\$7,729,000 (nine months ended 31 December 2020: approximately HK\$7,914,000) and on the weighted average number of 800,000,000 (nine months ended 31 December 2019: 800,000,000) ordinary shares in issue during the period.

Diluted earnings per share are the same as the basic earnings per share as the Group's share options would result in an anti-dilutive effect on earnings per share for the nine months ended 31 December 2020 and 2019. There was no dilutive potential ordinary shares in existence during the nine months ended 31 December 2020 and 2019.

10. CORONAVIRUS DISEASE 2019 OUTBREAK

Due to the outbreak of the COVID-19 epidemic in January 2020, a series of precautionary and control measures have been and continued to be implemented. It has impacted the global business environment. Up to the date of this financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of this financial statements, further changes in economic conditions may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of this financial statements. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

We are an established medical device distributor and one-stop medical device solutions provider with over 20 years of experience in the medical device market in Hong Kong.

For the nine months ended 31 December 2020, the Group continued to implement our business strategy to solidify our position as a major medical device distributor in Hong Kong. We have recruited talented personnel in various business units in order to support and sustain the growth of our business and expand our business. The Group achieved its business growth through diversifying the product portfolio.

We are in the process in supplying the first pharmacy automation system in Hong Kong. Being the pioneer to introduce this kind of automation system in Hong Kong, we are responsible for the supply, installation and maintenance of this system. The successful experience of this new system will certainly help to solve the shortage in medical healthcare manpower and give strong confidence to other potential customers in Hong Kong.

During the period under review, Hong Kong's economy was significantly affected by the COVID-19 outbreak, the number of visitor to Hong Kong had greatly reduced. The spending plans of our customers have been disrupted or postponed by the outbreak of COVID-19. The above raise challenges on our customers' business. The Group will further expand the product portfolio and enhance the customer services to enhance our one-stop medical device solutions services.

We continue to be optimistic on the outlook of the medical and healthcare industry, attributable to the increase of aging population and rising healthcare awareness of the public in Hong Kong together with our automation solution to eliminate the medical manpower shortage crisis in Hong Kong.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately 7.1%, from approximately HK\$49.2 million for the nine months ended 31 December 2019 to approximately HK\$45.7 million for the nine months ended 31 December 2020. The decrease was primarily attributable to the decrease in revenue generated from medical equipment, which was partially offset by the increase in revenue generated from medical consumables, resulting from growth sales of infection control products such as Surgical Gowns and Urological products.

Gross profit and gross profit margin

The Group recorded gross profit of approximately HK\$25.2 million for the nine months ended 31 December 2020, as compared to approximately HK\$25.7 million for the nine months ended 31 December 2019. Gross profit margin increased from approximately 52.2% for the nine months ended 31 December 2019 to approximately 55.0% for the nine months ended 31 December 2020. The increase in gross profit margin was mainly due to the increase in sales of medical consumables, which had a comparatively higher gross profit margin.

Administrative and other operating expenses

Administrative and other operating expenses mainly included auditor's remuneration, advertising and marketing expenses, depreciation, Directors' remuneration, legal and professional fee, rent, rates and management fee for office and warehouses, staff costs, travelling and entertainment expenses and other miscellaneous expenses.

Administrative and other operating expenses for the nine months ended 31 December 2020 amounted to approximately HK\$17.0 million, representing an increase by approximately HK\$1.2 million or 8.2%, as compared to approximately HK\$15.8 million for the nine months ended 31 December 2019. The increase was primarily attributable to the increase of workforce of the Group for the nine months ended 31 December 2020.

Income tax expenses

Income tax expenses for the nine months ended 31 December 2020 amounted to approximately HK\$1.6 million (nine months ended 31 December 2019: approximately HK\$1.9 million).

Profit for the period

During the nine months ended 31 December 2020, the Group recorded a profit of approximately HK\$7.7 million, as compared to the profit of approximately HK\$7.9 million for the nine months ended 31 December 2019. The decrease was primarily attributable to the decrease in revenue.

DIVIDEND

The Board resolved not to declare the payment of an interim dividend for the nine months ended 31 December 2020 (nine months ended 31 December 2019: Nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which shall have to be notified to the Company and the Hong Kong 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 shall be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which shall be required to notify the Company and the Hong Kong Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, were as follows:

Long position in the shares and shares in the Company and associated corporations

Name of Director/ chief executive	Name of Group member/associated corporation	Nature of Interest	Number of shares	Number of underlying shares	Aggregate Interest	Approximate percentage of shareholding
Ms. Wong Bik Kwan Bikie ("Ms. Wong") (Note 1)	The Company	Interest in a controlled corporation	557,424,000	-		
		Beneficial owner	-	7,980,000		
			557,424,000	7,980,000	565,404,000	70.68%

Name of Director/ chief executive	Name of Group member/associated corporation	Nature of Interest	Number of shares	Number of underlying shares	Aggregate Interest	Approximate percentage of shareholding
	B&A Success	Beneficial owner	100 shares of US\$1.00 each	-	-	100%
Dr. Miu Yin Shun Andrew ("Dr. Miu") (Note 2)	The Company	Interest of spouse	557,424,000	7,980,000	565,404,000	70.68%
Mr. Chiu Man Wai ("Mr. Chiu") (Note 3)	The Company	Interest in a controlled corporation	20,224,001	-	20,224,001	2.53%
	Infinite Crystal Limited	Beneficial owner	900 shares of US\$1.00 each	-	-	100%

Notes:

1. The shares are registered in the name of B&A Success, the entire issued share capital of which is legally and beneficially owned by Ms. Wong. Under the SFO, Ms. Wong is deemed to be interested in the same number of shares held by B&A Success.
2. Dr. Miu is the spouse of Ms. Wong. Under the SFO, Dr. Miu is deemed to be interested in the same number of shares deemed to be held by Ms. Wong.
3. The shares are registered in the name of Infinite Crystal Limited, the entire issued share capital of which is legally and beneficially owned by Mr. Chiu. Under the SFO, Mr. Chiu is deemed to be interested in the same number of shares held by Infinite Crystal Limited.

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Hong Kong Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.



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

As at 31 December 2020, so far as the Directors are aware, other than the Directors or chief executive of the Company whose interests are disclosed under the paragraph headed "Directors' and chief executive's interest and short positions in shares, underlying shares or debentures of the Company or any associated corporation" above, the following persons had an interest or short position in the shares or underlying shares of the Company which shall be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, were interested in 5.0% or more of the issued voting shares of any member of the Group:

Long position in the shares

Name of shareholders	Nature of Interest	Total number of shares	Approximate percentage of shareholding
B&A Success	Beneficial owner	557,424,000	69.68%

Saved as disclosed above and so far as is known to the Directors, the Directors were not aware of any other persons other than the Directors or chief executive of the Company who held an interest or short positions in the shares and underlying shares of the Company as at 31 December 2020 which required to be recorded pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted the share option scheme (the "Share Option Scheme") on 1 March 2018 to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The terms of the Share Option Scheme are in accordance with Chapter 23 of the GEM Listing Rules. The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 80,000,000 shares, being 10% of the total number of shares in issue at the time dealings in the shares first commenced on the Hong Kong Stock Exchange.

A total of 71,940,000 Shares are available for issue under the Share Option Scheme, representing 8.99% of the total issued capital of the Company as at the end of the reporting period.

Details of Share Options granted and their movements during the nine months ended 31 December 2020 are as follows:

	Date of Grant	Exercise price per Share HK\$	Number of Shares issuable under the options				as at 31/12/2020	Exercise period
			as at 01/04/2020	granted during the period	exercised during the period	lapsed during the period		
Director								
Ms. Wong	18/04/2019	0.12	7,980,000	-	-	-	7,980,000	Note 1
Employees of the Group								
In aggregate	18/04/2019	0.12	14,480,000	-	-	(1,000,000)	13,480,000	Note 1
			22,460,000	-	-	(1,000,000)	21,460,000	

Notes:

1. (i) up to 40% of the Share Options are exercisable on or after 18 April 2019;
- (ii) up to 70% of the Share Options are exercisable on or after 18 April 2020;
- (iii) all the remaining Share Options are exercisable on or after 18 April 2021;

and in each case, not later than 17 April 2024.

Save as disclosed above, no options were granted, exercised, forfeited, cancelled or lapsed during the nine months ended 31 December 2020.



PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2020.

DIRECTORS' SECURITIES TRADING TRANSACTIONS

The Group has adopted a code of conduct set out in the "required standard of dealings" in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have confirmed that they have been complying with the required standard of dealings and the related code of conduct regarding directors' securities transactions during the nine months ended 31 December 2020.

As far as the Group is aware, the Directors and employees of the Group have not breached the required standard of dealings and the code of conduct.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors and directors of the Company's subsidiaries, or any of their respective associates, as defined in the GEM Listing Rules, had interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group (other than being a director of the Company and/or its subsidiaries and their respective associates) during the nine months ended 31 December 2020.

CORPORATE GOVERNANCE PRACTICE

The Group has adopted the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. During the nine months ended 31 December 2020, the Group has complied with all the code provisions of the CG Code, except for the deviation stipulated below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to the code provision A.2.1 of the CG Code, the roles of the chairman and chief executive should be separate and should not be performed by the same individual.

For the nine months ended 31 December 2020, the roles of chairman of the Board were performed by the chief executive officer, Ms. Wong. As the chairman of the Board, Ms. Wong is responsible for the formulating, planning and directing the Group's overall strategy and always seeks for Board approval for any significant decisions and transactions.

Although Ms. Wong performs both roles, the Board has conducted an assessment and believed that the independence, effectiveness and functionality of the Board and the Group's operations has been and will be highly maintained together with independent check and balance measures in place as the Board has sufficient number of Directors who have diversified background and expertise.

AUDIT COMMITTEE

The Company established the Audit Committee on 1 March 2018 with written terms of reference in compliance with the GEM Listing Rules which are available on the websites of the GEM and the Company. The Audit Committee currently consists of two independent non-executive Directors, namely Mr. Wong Lung Wo James and Mr. Chan Ping Keung, and one non-executive Director, namely Dr. Miu Yin Shun Andrew. Mr. Wong Lung Wo James has the appropriate accounting and financial related management expertise and serves as the chairman of the Audit Committee.

The Audit Committee of the Company has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2020, and is of the opinion that such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

By order of the Board
Grand Brilliance Group Holdings Limited
Wong Bik Kwan Bikie
Chairman and Chief Executive Officer

Hong Kong, 5 February 2021

As at the date of this report, the executive Director is Ms. Wong Bik Kwan Bikie; the non-executive Directors are Dr. Miu Yin Shun Andrew and Mr. Chiu Man Wai; and the independent non-executive Directors are Mr. Ng Leung Sing SBS, JP, Mr. Wong Lung Wo James and Mr. Chan Ping Keung.