



仍志集團控股有限公司  
Wisdomcome Group Holdings Limited

(formerly known as Easy Repay Finance & Investment Limited)  
Continued in Bermuda with limited liability  
Stock Code: 8079

FIRST QUARTERLY REPORT **2023/24**

## 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 (the “Directors”) of Wisdomcome Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (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.*

## **FINANCIAL HIGHLIGHTS**

- Revenue of the Group for the three months ended 30 June 2023 amounted to approximately HK\$11.5 million, representing a decrease of approximately 47.7% as compared with the corresponding period in 2022 (three months ended 30 June 2022: HK\$22.0 million).
- Loss attributable to owners of the Company for the three months ended 30 June 2023 amounted to approximately HK\$9.6 million (three months ended 30 June 2022: loss of HK\$4.0 million).
- The Board of Directors (the “Board”) does not recommend the payment of a dividend for the three months ended 30 June 2023 (three months ended 30 June 2022: Nil).

## FIRST QUARTERLY RESULTS

The Board of the Company present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 30 June 2023, together with the comparative figures for the corresponding period in 2022 as follows:

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

For the three months ended 30 June 2023

		Three months ended 30 June	
		2023	2022
	Notes	HK\$'000	HK\$'000
<b>Revenue</b>	3	11,487	21,988
Cost of sales		<u>(6,282)</u>	<u>(8,796)</u>
<b>Gross profit</b>		5,205	13,192
Other gains, net	4	442	342
Servicing, selling and distribution costs		(1,450)	(1,873)
Administrative expenses		<u>(13,211)</u>	<u>(15,427)</u>
<b>Operating loss</b>		(9,014)	(3,766)
Finance costs		(88)	(202)
Share of results of associates		<u>(519)</u>	<u>(8)</u>
<b>Loss before income tax</b>		(9,621)	(3,976)
Income tax	5	<u>–</u>	<u>–</u>
<b>Loss for the period and total comprehensive loss for the period</b>		<u><u>(9,621)</u></u>	<u><u>(3,976)</u></u>
<b>Loss for the period and total comprehensive loss for the period attributable to:</b>			
Owners of the Company		(9,621)	(3,976)
Non-controlling interests		<u>–</u>	<u>–</u>
		<u><u>(9,621)</u></u>	<u><u>(3,976)</u></u>
<b>Loss per share</b>	7		
Basic and diluted ( <i>HK cents</i> )		<u><u>(2.05)</u></u>	<u><u>(1.65)</u></u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

*For the three months ended 30 June 2023*

	Attributable to owners of the Company						Non- controlling interests	Total equity
	Share capital	Share premium	Accumulated losses	Capital reserve	Contributed surplus	Total		
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>		
<b>Balance at 1 April 2022</b>	2,404	360,009	(334,289)	29,320	145,926	203,370	–	203,370
Loss for the period	–	–	(3,976)	–	–	(3,976)	–	(3,976)
<b>Balance at 30 June 2022</b>	<u>2,404</u>	<u>360,009</u>	<u>(338,265)</u>	<u>29,320</u>	<u>145,926</u>	<u>199,394</u>	<u>–</u>	<u>199,394</u>
<b>Balance at 1 April 2023</b>	4,326	380,527	(388,393)	29,320	145,926	171,706	–	171,706
Loss for the period	–	–	(9,621)	–	–	(9,621)	–	(9,621)
Issue of new shares	860	16,340	–	–	–	17,200	–	17,200
Share issuance expenses	–	(1,699)	–	–	–	(1,699)	–	(1,699)
<b>Balance at 30 June 2023</b>	<u>5,186</u>	<u>395,168</u>	<u>(398,014)</u>	<u>29,320</u>	<u>145,926</u>	<u>177,586</u>	<u>–</u>	<u>177,586</u>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:

### 1. General information

The Company was an exempted company continued into Bermuda with limited liability with effect from 30 April 2008. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

The principal places of business of the Company and its subsidiaries (collectively referred to as the “Group”) are in Hong Kong. The Company’s principal place of business in Hong Kong is Unit 1102, 11/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong. The Company’s shares are listed on the GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Group is principally engaged in the money lending business, financial instruments and quoted shares investment and retail and wholesale business.

### 2. Basis of preparation

The unaudited quarterly financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies used in the preparation of the unaudited condensed consolidated results are consistent with those used in the audited financial statements and notes thereto for the year ended 31 March 2023.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards. For those which are effective for accounting periods beginning on 1 April 2023, the adoption has no material impact on the reported results and the financial position of the Group for the current or prior accounting periods; and for those which are not yet effective, the Group is in the process of assessing their impact on the Group’s results and financial position.

The first quarterly results are unaudited but have been reviewed by the Company’s audit committee.

### 3. Revenue

Revenue represents the aggregate of the net amounts received and receivable from third parties for the period. There is no seasonality and cyclicity of the operations of the Group. The performance obligation is part of a contract that has an original expected duration of one year or less. Disaggregation revenue from contracts with the customers are as follow:

	(Unaudited)	
	Three months ended	
	30 June	
	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Revenue from contracts with customers not within the scope of HKFRS 15</b>		
Revenue from money lending	4,015	9,620
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Sales of grocery products, coupons and frozen food – retail and wholesale	7,472	12,368
	<u>11,487</u>	<u>21,988</u>

(a) *Turnover by business segment*

	(Unaudited)	
	Three months ended	
	30 June	
	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
Money lending	4,015	9,620
Sales of grocery products, coupons and frozen food – retail and wholesale	7,472	12,368
	<u>11,487</u>	<u>21,988</u>

### 3. Revenue (Continued)

(b) Turnover by geographical market

	(Unaudited)	
	Three months ended	
	30 June	
	2023	2022
	HK\$'000	HK\$'000
Hong Kong	<u>11,487</u>	<u>21,988</u>

### 4. Other gains, net

	(Unaudited)	
	Three months ended	
	30 June	
	2023	2022
	HK\$'000	HK\$'000
Net exchange (losses)/gains	(41)	1
Fair value losses on financial assets at fair value through profit or loss	-	(1,098)
Net losses on disposal of financial assets at fair value through profit or loss	(195)	(27)
Government grants	-	808
Others	<u>678</u>	<u>658</u>
	<u>442</u>	<u>342</u>

### 5. Income tax

	(Unaudited)	
	Three months ended	
	30 June	
	2023	2022
	HK\$'000	HK\$'000
Current tax: Hong Kong - Charge for the period	<u>-</u>	<u>-</u>

No provision for Hong Kong Profits Tax has been made for the three months ended 30 June 2023 as the Group have no assessable profits for Hong Kong Profits Tax purpose (three months ended 30 June 2022: Nil).



## 6. Dividend

The Board does not recommend payment of a dividend for the three months ended 30 June 2023 (three months ended 30 June 2022: Nil).

## 7. Loss per share

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

	<b>(Unaudited)</b>	
	<b>Three months ended</b>	
	<b>30 June</b>	
	<b>2023</b>	<b>2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Loss for the period attributable to owners of the Company	<b>9,621</b>	<b>3,976</b>
<i>Number of ordinary shares</i>	<i>'000</i>	<i>'000</i>
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<b>469,501</b>	<b>240,359</b>

The computation of diluted loss per share for the three months ended 30 June 2023 and 2022 does not assume the conversion of the Company's outstanding the exercise of share options since their assumed exercise would result in a decrease in loss per share.

## 8. Share Option Schemes

The Company adopted a share option scheme on 29 May 2023, the purpose of which is to incentivise or reward eligible participants for the contribution of the Group. No share option was granted for the three months ended 30 June 2023.

## MANAGEMENT DISCUSSION AND ANALYSIS

### CHANGE OF COMPANY NAME

Subsequent to the approval of the Proposed Change of Company Name by the shareholders of the Company by way of poll at the SGM held on 29 May 2023, the Certificate of Change of Name and the Certificate of Secondary Name were issued by the Registrar of Companies in Bermuda on 4 June 2023 and 2 June 2023 respectively, certifying the change of primary name of the Company from “Easy Repay Finance & Investment Limited” to “Wisdomcome Group Holdings Limited” and to adopt “仍志集團控股有限公司” as the Chinese secondary name of the Company.

The Registrar of Companies in Hong Kong issued the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company on 16 June 2023, confirming the registration of the Company’s new English and Chinese names of “Wisdomcome Group Holdings Limited” and “仍志集團控股有限公司”, respectively, in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

#### Business Review

The money lending business is the core business of the Group and generate stable income to the Group.

The Company reviewed that the E-commerce is a part of the modern urban lifestyle in Hong Kong. The Group has been developing the retails and online sales business since year 2015. The Group will continue to develop self-own brand products, namely Master Chef Series and FRESHNESSMART, Dawooyeon Hanwoo, Buon Cibo, Ganges Curry, 李朝, 月姐滋養湯, 貞下起元 and 老蕭燉湯 and source different types of products from local or overseas suppliers to satisfy the ever-changing conditions of our customers.

#### Operation Review

Turnover for the three months ended 30 June 2023 was approximately HK\$11.5 million, representing a decrease of approximately 47.7% when compared with the same period last year. Loss attributable to owners of the Company for the three months ended 30 June 2023 was approximately HK\$9.6 million and the corresponding period in 2022 was a loss of HK\$4.0 million. Such results were mainly attributable to (a)(i) the increase in market interest rate caused the decrease in demand of borrowing; and (ii) continue to adopt prudent and cautious approaches in the loan assessment and approval process for the segment of money lending business; and (b)(i) there are many new competitors with similar business model in the market, resulting in severe competitions; and (ii) reduced the market share in the wholesales business for the segment of retail and wholesale business.

### *Money Lending Business*

The Group has been engaging actively in money lending business for more than ten years and a solid client base was built. For the three months ended 30 June 2023, turnover for this segment under review was approximately HK\$4.0 million as compared to approximately HK\$9.6 million for the corresponding period in 2022. Such decrease was mainly attributable to the reduction of loan portfolios size during the three months ended 30 June 2023 when compared with the corresponding period in 2022.

### *Retail and Wholesale Business*

The Group is operating 4 retail shops which located in Wanchai, Lai Chi Kok, Kowloon Bay and Tai Po and online business for the sales of grocery products. Beyond the general products like frozen food, the Group will focus more the in-house ready-to-eat products for the public.

Turnover for this segment for the three months ended 30 June 2023 under review was approximately HK\$7.5 million when compared with the corresponding period in 2022 was of HK\$12.4 million.

The Group also sourced and launched new product line for pets products including pets supplement and pets food. The brand name for these new products included King of Chicken Essence, PAg+, Natural Pro, Petsmore, Petural and Cat Daily. In addition, the Group also sourced and launched new product line for human supplement under the brand Cordyceps-19.

### *Outlook*

The Group will proceed to seek investment opportunities for further improving the business and explore new investments to boarder the business scope of the Group with the ultimate goal to maximise the return to shareholders.

### **Dividend**

The Board does not recommend the payment of a dividend for the three months ended 30 June 2023 (three months ended 30 June 2022: Nil).

## **CONNECTED TRANSACTION INVOLVING ACQUISITION OF 90.1% EQUITY INTEREST IN UNION RAISE LIMITED AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE ENTERING INTO OF MANAGEMENT AGREEMENT A; AND CONNECTED TRANSACTION INVOLVING SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE A**

### **Acquisition A**

On 8 February 2023, the Company, as purchaser, and Mr. Cheng Sai Chit Luke (“Mr. Cheng”), as vendor, entered into the Sale and Purchase Agreement A, pursuant to which the Company has conditionally agreed to purchase, and Mr. Cheng has conditionally agreed to sell, subject to the completion of the Increase in Issued Share Capital A and the terms and conditions under the Sale and Purchase Agreement A, the Sale Shares A, representing approximately 90.1% equity interest in Union Raise Limited (“Union Raise”), at a consideration of HK\$1,000,000.

Pursuant to the Sale and Purchase Agreement A, upon the completion of Acquisition A, the Company, Union Raise and Mr. Cheng entered into the Management Agreement A, pursuant to which Mr. Cheng, as manager, to provide such management services to Union Raise for a term commencing from the date of the Management Agreement A and ending on the date falling on the second anniversary of the date of the Management Agreement A, and provide the Profit Guarantee A in favour of Union Raise.

### **Management Agreement A**

The term of the Management Agreement A commenced on the date of the Management Agreement A and end on the earlier of (i) the date falling on the second anniversary of the commencement date of such term; and (ii) the date on which the Management Agreement A is terminated in accordance with the terms and conditions therein.

### **Subscription A**

On 8 February 2023, the Company and Mr. Cheng entered into the Subscription Agreement A, pursuant to which the Company has conditionally agreed to allot and issue, and Mr. Cheng has conditionally agreed to subscribe for, an aggregate of 43,000,000 new Shares (“Subscription Shares A”) at the Subscription Price of HK\$0.20 per Subscription Share A for a total consideration of HK\$8,600,000.

The completion of Acquisition A and Subscription A took place on 23 May 2023. Upon the completion of Acquisition A, Union Raise is owned as to 90.1% by the Company and 9.9% by Mr. Cheng, and Union Raise has become a direct non-wholly owned subsidiary of the Company. As such, the financial information of the Union Raise will be consolidated into the consolidated financial statements of the Group.

## **ACQUISITION OF 90.1% EQUITY INTEREST IN PETS SUPERMARKET LIMITED AND THE ENTERING INTO OF MANAGEMENT AGREEMENT B; AND SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE B**

### **Acquisition B**

On 8 February 2023, the Company, as purchaser, and Ms. Li Yung (“Ms. Li”), as vendor, entered into the Sale and Purchase Agreement B, pursuant to which the Company has conditionally agreed to purchase, and Ms. Li has conditionally agreed to sell, subject to the completion of the Increase in Issued Share Capital B and the terms and conditions under the Sale and Purchase Agreement B, the Sale Shares B, representing 90.1% equity interest in Pets Supermarket Limited (“Pets Supermarket”), at a consideration of HK\$1,000,000.

Pursuant to the Sale and Purchase Agreement B, upon the completion of Acquisition B, the Company, Pets Supermarket and Ms. Li entered into the Management Agreement B, pursuant to which Ms. Li, as manager, to provide such management services to Pets Supermarket for a term commencing from the date of the Management Agreement B and ending on the date falling on the second anniversary of the date of the Management Agreement B, and provide the Profit Guarantee B in favour of Pets Supermarket.

### **Management Agreement B**

The term of the Management Agreement B commenced on the date of the Management Agreement B and end on the earlier of (i) the date falling on the second anniversary of the commencement date of such term; and (ii) the date on which the Management Agreement B is terminated in accordance with the terms and conditions therein.

### **Subscription B**

On 8 February 2023, the Company and Ms. Li entered into the Subscription Agreement B, pursuant to which the Company has conditionally agreed to allot and issue, and Ms. Li has conditionally agreed to subscribe for, an aggregate of 43,000,000 new Shares at the Subscription Price of HK\$0.20 per Subscription Share B for a total consideration of HK\$8,600,000.

The completion of Acquisition B and Subscription B took place on 23 May 2023. Upon the completion of Acquisition B, Pets Supermarket is owned as to 90.1% by the Company and 9.9% by Ms. Li, and Pets Supermarket has become a direct non-wholly owned subsidiary of the Company. As such, the financial information of the Pets Supermarket will be consolidated into the consolidated financial statements of the Group.

Details of the Acquisition A, Acquisition B, Subscription A and Subscription B were disclosed in the announcements and circular dated 8 February, 2023, 1 March 2023, 14 March 2023, 29 March 2023, 12 April 2023, 19 April 2023, 26 April 2023, 9 May 2023 and 23 May 2023 respectively.

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS**

As at 30 June 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the Securities and Futures Ordinance (“SFO”), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

<b>Name</b>	<b>Capacity</b>	<b>Personal Interests</b>	<b>Approximate percentage to the issued share capital of the Company as at 30 June 2023</b>
Mr. Chan Yan Tak ( <i>Note 1</i> )	Interest of a controlled corporation	181,196,866	34.94%

*Note:*

1. Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak, being the chairman of the Company, an executive director and a controlling shareholder.

**INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**

So far as known to the Directors, as at 30 June 2023, the Directors were not aware of any other person (other than the Directors and chief executive of the Company as disclosed above) who had an interests or short position in the shares or underlying shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

<b>Name</b>	<b>Capacity</b>	<b>No. of Shares</b>	<b>Approximate percentage to the issued share capital of the Company as at 30 June 2023</b>
Best Richest Management Company Limited (Note)	Beneficiary Owner	181,196,866	34.94%

*Note:*

Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak, being the chairman of the Company, and executive director and a controlling shareholder.

## **PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

None of the members of the Group purchased, sold or redeemed any of the Group's listed securities during the period from 1 April 2023 to 30 June 2023.

## **COMPETING INTEREST**

None of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company has an interest in a business, which competes or may compete with the business of the Group.

## **SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the "Required Standard of Dealings") of the GEM Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings throughout the three months ended 30 June 2023.

## **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company is committed to achieving high standards of corporate governance to protect the interests of the shareholders of the Company. The Company had complied with the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 15 of the GEM Listing Rules throughout the three months ended 30 June 2023.

## **REVIEW OF QUARTERLY RESULTS**

The unaudited consolidated results of the Group for the three months ended 30 June 2023 have not been audited nor reviewed by the Company's auditor, CL Partners CPA Limited, but have been reviewed by the Audit Committee of the Company, who is of the opinion that the preparation of such results has complied with the applicable accounting standards and requirements and that adequate disclosures have been made. As at the date hereof, the Audit Committee of the Company has four Independent Non-executive Directors, namely Mr. Lee King Fui, chairman of the Audit Committee, Mr. Joseph Rodrick Law, Mr. To Kwan and Ms. Ho Sau Ping, Pia.

## **AUDIT COMMITTEE**

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual report and financial statements, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group.



## REMUNERATION COMMITTEE

A remuneration committee (the “Remuneration Committee”), consisting of four Independent Non-executive Directors and three Executive Directors, was set up by the Company in accordance with the Code. The Remuneration Committee is responsible for reviewing and developing the remuneration policies of the Directors and senior management, having regard to the Group’s operating results, individual performance and comparable market practices.

## NOMINATION COMMITTEE

A nomination committee (the “Nomination Committee”), consisting of four Independent Non-executive Directors and three Executive Directors, was set up by the Company in accordance with the Code. The Nomination Committee is responsible for reviewing and making recommendations to the Board regarding any proposed changes, selection of directorships.

## Model Code for Securities Transactions

The Company has established written guidelines on no less exacting terms than the required standard of dealings for securities transactions by employees who are likely to be in possession of any unpublished inside information of the Company.

## LIST OF DIRECTORS

Mr. Chan Yan Tak	–	Executive Director
Mr. Lim Ming Shing, Tony	–	Executive Director
Ms. Siu Yeuk Hung, Clara	–	Executive Director
Mr. Law Ka Kei	–	Executive Director
Mr. Lee King Fui	–	Independent Non-executive Director
Mr. Joseph Rodrick Law	–	Independent Non-executive Director
Mr. To Kwan	–	Independent Non-executive Director
Ms. Ho Sau Ping, Pia	–	Independent Non-executive Director

By order of the Board  
**Wisdomcome Group Holdings Limited**  
**Chan Yan Tak**  
*Chairman*

Hong Kong, 14 August 2023