



Asia Pioneer Entertainment Holdings Limited

亞洲先鋒娛樂控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8400

ELECTRONIC GAMING  
EQUIPMENT AND SMART  
VENDING SOLUTIONS IN  
MACAU AND ASIA



THIRD QUARTERLY REPORT

2021

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## 2021 THIRD QUARTERLY HIGHLIGHTS (UNAUDITED)

1. During the nine months ended 30 September 2021 (the “**Period**”), the Group’s revenue amounted to approximately HK\$5.5 million, representing a decrease of approximately 85.8% from approximately HK\$39.1 million recorded for the nine months ended 30 September 2020 (the “**Corresponding Period**”). The decrease in revenue was mainly attributable to a decrease of income derived from (i) technical sales and distribution of electronic gaming equipment (“**EGE**”) decreased from approximately HK\$36.1 million for the Corresponding Period to approximately HK\$3.8 million for the Period, representing a decrease of approximately 89.4%; (ii) consultancy and technical services decreased from approximately HK\$2.0 million for the Corresponding Period to approximately HK\$1.4 million for the Period, representing a decrease of approximately 32.2%; and (iii) repair services decreased from approximately HK\$1.0 million for the Corresponding Period to approximately HK\$0.3 million for the Period, representing a decrease of approximately 65.3%.
2. The Group recorded a total comprehensive loss of approximately HK\$13.0 million for the Period from approximately HK\$23.5 million for the Corresponding Period, representing a 44.7% decrease, mainly due to the decrease in revenue, offset by the effect of a one-time impairment loss of finance lease receivables of approximately HK\$22.9 million for the Corresponding Period.
3. The board of Directors (the “**Board**”) has resolved not to declare the payment of a dividend for the Period (Corresponding Period: Nil).

## UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

The Board presents the unaudited condensed consolidated results of the Group for the Period together with the comparative unaudited figures for the Corresponding Period as follows:

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

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

	NOTES	Nine months ended 30 September	
		2021 HK\$ Unaudited	2020 HK\$ Unaudited
Revenue	3	<b>5,548,387</b>	39,139,851
Cost of sales and services		<b>(4,945,255)</b>	(26,166,699)
Gross Profit		<b>603,132</b>	12,973,152
Other income, gains and losses	4	<b>(46,964)</b>	1,066,384
Impairment losses under expected credit loss model, net of reversal		<b>(833)</b>	(22,861,564)
Operating expenses		<b>(13,503,790)</b>	(14,583,291)
Finance costs		<b>(58,351)</b>	(94,053)
(Loss) before tax		<b>(13,006,806)</b>	(23,499,372)
Income tax expense	5	–	–
(Loss) and total comprehensive income attributable to the shareholders of the Company for the period	6	<b>(13,006,806)</b>	(23,499,372)
(Loss) per share			
Basic	7	<b>(0.01)</b>	(0.02)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

	Share capital HK\$	Share premium HK\$	Merger reserve HK\$	Legal reserve HK\$	Accumulated profits HK\$	Total HK\$
As at 1 January 2021 (Audited)	10,000,000	55,098,836	(3,416,148)	504,489	(6,100,260)	56,086,917
Loss and total comprehensive income for the period	-	-	-	-	(13,006,806)	(13,006,806)
<b>As at 30 September 2021 (Unaudited)</b>	<b>10,000,000</b>	<b>55,098,836</b>	<b>(3,416,148)</b>	<b>504,489</b>	<b>(19,107,066)</b>	<b>43,080,111</b>
As at 1 January 2020 (Audited)	10,000,000	55,098,836	(3,416,148)	504,489	25,932,189	88,119,366
Loss and total comprehensive expenses for the period	-	-	-	-	(23,499,372)	(23,499,372)
As at 30 September 2020 (Unaudited)	10,000,000	55,098,836	(3,416,148)	504,489	2,432,817	64,619,994

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

## 1. GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 22 February 2017. The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company in the Macau Special Administrative Region ("**Macau SAR**") is located at EM Macau, Estrada Marginal Do Hipódromo N°S 56-66, Industrial Lee Cheung F10. The shares of the Company (the "**Shares**") in issue have been listed on GEM since 15 November 2017 (the "**Listing Date**" and the "**Listing**", respectively).

The Company is an investment holding company and its subsidiaries are principally engaged in (1) the technical sales and distribution of EGE to land-based casinos; (2) the provision of repair services to casino operators; and (3) the provision of consultancy and technical services.

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the Period (the "**Condensed Consolidated Financial Statements**") have been prepared by the Directors in accordance with International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board and the disclosure requirements of the GEM Listing Rules. The accounting policies and basis of preparation adopted in the preparation of the Condensed Consolidated Financial Statements are consistent with those adopted in the annual consolidated financial statements of the Group for the year ended 31 December 2020. The adoption of the new and revised IFRSs that are relevant to the Group and effective from the Period had no significant effects on the results and financial position of the Group. The Condensed Consolidated Financial Statements have not been audited but have been reviewed by the Board's audit committee (the "**Audit Committee**"). The measurement basis used in the preparation of the unaudited Condensed Consolidated Financial Statements is the historical cost basis. The unaudited Condensed Consolidated Financial Statements are presented in Hong Kong dollars ("**HK\$**") unless otherwise indicated.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

### 3. REVENUE AND SEGMENT INFORMATION

The Group is engaged in (1) the technical sales and distribution of EGE to land-based casinos; (2) the provision of repair services to casino operators; and (3) the provision of consultancy and technical services.

For the purpose of resources allocation and performance assessment, the chief operating decision maker reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies set out in note 2 above. Accordingly, the Group has only one single operating segment and no further discrete financial information nor analysis of this single segment is presented.

#### Revenue from major products and services

	Nine months ended 30 September	
	2021	2020
	HK\$ Unaudited	HK\$ Unaudited
Technical sales and distribution of EGE	<b>3,845,831</b>	36,139,432
Consultancy and technical services	<b>1,354,531</b>	1,996,668
Repair services	<b>348,025</b>	1,003,751
	<b>5,548,387</b>	39,139,851

#### Geographical information

The Group primarily operates in Macau SAR and 79% of the Group's revenue was derived from customers in Macau SAR during the Period and 21% of revenue was derived from customers outside Macau SAR. For the Corresponding Period, 86% of the revenue was derived from customers in Macau SAR and 14% of the revenue was derived from customers outside Macau SAR.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

### 4. OTHER INCOME, GAINS AND LOSSES

	Nine months ended 30 September	
	2021	2020
	HK\$	HK\$
	Unaudited	Unaudited
Interest income on finance leases	–	683,850
Interest income on rental deposits	5,356	6,003
Bank interest income	521	76,943
Net foreign exchange (loss)/gain	(59,265)	21,692
Other income	6,424	277,896
	<b>(46,964)</b>	1,066,384

### 5. INCOME TAX EXPENSE

	Nine months ended 30 September	
	2021	2020
	HK\$	HK\$
	Unaudited	Unaudited
Current tax:		
Macau Complementary Tax	–	–

The Group is subject to Macau Complementary Tax at a rate of 12% on the assessable income exceeding Macau Pataca (“MOP”) 600,000 (equivalent to approximately HK\$583,000). No tax has been provided for the Period as the Group has suffered a loss (Corresponding Period: Nil).

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

### 6. (LOSS) FOR THE PERIOD

	Nine months ended 30 September	
	2021 HK\$ Unaudited	2020 HK\$ Unaudited
(Loss) for the period has been arrived at after charging:		
Directors' remuneration	<b>2,569,581</b>	2,472,750
Other staff costs		
— salaries and allowances	<b>6,706,047</b>	6,989,788
— retirement benefits scheme contributions	<b>31,942</b>	32,913
<b>Total staff costs</b>	<b>9,307,570</b>	9,495,451
Auditor's remuneration	<b>986,408</b>	1,356,738
Depreciation of property and equipment	<b>867,778</b>	1,399,183
Depreciation of right-of-use assets	<b>874,714</b>	1,054,827
Cost of inventories recognised as an expense	<b>2,549,783</b>	22,922,691

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021

### 7. (LOSS) PER SHARE

The calculation of the basic (loss) per share for each of the periods ended 30 September 2020 and 2021 is based on the following data:

	Nine months ended 30 September	
	2021 HK\$ Unaudited	2020 HK\$ Unaudited
(Loss)		
(Loss) for the purpose of calculating basic (loss) per share (loss for the period attributable to the shareholders of the Company (the "Shareholders"))	<b>(13,006,806)</b>	(23,499,372)
	2021 '000	2020 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic (loss) per share	<b>1,000,000</b>	1,000,000

No diluted loss per share for the periods was presented as there were no potential ordinary Shares in issue during both periods.

### 8. DIVIDENDS

The Board has resolved not to declare the payment of a dividend for the Period (Corresponding Period: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is a total solutions provider of EGE for land-based casinos in Macau SAR as well as other regions in Asia. EGE principally includes electronic table games and electronic gaming machines. The Group's business can be segmented into: (1) the technical sales and distribution of EGE to land-based casinos; (2) the provision of repair services to casino operators; and (3) the provision of consultancy and technical services.

The Group's business is conducted through its wholly-owned subsidiaries, including Asia Pioneer Entertainment Limited ("**APE Macau**") and APE Smart Commerce Limited ("**SmartCom**"). APE Macau and SmartCom are the operating companies of the Group, which operate the core businesses in Macau SAR. For the Period, APE Macau and SmartCom's revenue represented all of the revenue of the Group.

The Group's performance for the third quarter of 2021 continues to be adversely affected by the outbreak of the novel coronavirus disease 2019 ("**COVID-19**") in Macau SAR and Southeast Asia. As a result, there was a weaker demand for technical sales and distribution of EGEs of the Group.

### FORWARD OUTLOOK

The Group remains concerned about the impact of the ongoing outbreak of the COVID-19 on the operations of its land-based operators in Macau SAR and Southeast Asia. The Group still hopes that its business activities can quickly return to pre-COVID-19 levels.

During the Period, the Group began implementation of its diversification strategy under SmartCom into smart vending machine ("**VM**") operations in Macau SAR. The Group's underlying rationale for diversifying into smart VMs are as follows: 1) The Group has extensive experience in maintaining, repairing and operating consumer-related machines; 2) The Group has extensive experience integrating software platforms and machines; 3) As a Macau SAR based company with over 15 years of operating history, the Group has intimate local knowledge and relationships with locations such as hotels, malls, visitor sites throughout Macau SAR; 4) The smart VMs business as part of the growing smart vending market aims to provide convenience to travellers and mobile consumers, it is a fast growing market; 5) Smart VMs has benefitted from advances in cashless payment and new information technologies, and has proven to be highly effective in selling and distributing products to consumers; and 6) Smart VMs can be used to promote and deliver quality Macau-branded products to the numerous tourists that visit Macau SAR on a regular basis.

During the Period, the Group has installed 16 units of smart VMs in Macau SAR under our SmartCom brand. SmartCom has also signed consignment and purchase agreements with several Macau branded products for our smart VMs. The Group is now implementing our roll-out strategy. We are hopeful that more smart VMs can be rolled out to various locations throughout Macau SAR at the end of 2021.

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### Revenue

The revenue of the Group decreased by approximately 85.8% from approximately HK\$39.1 million for the Corresponding Period to approximately HK\$5.5 million for the Period. The decrease in revenue was mainly attributable to the decreases of income derived from (i) technical sales and distribution segment of approximately 89.4%; (ii) consultancy and technical services segment of approximately 32.2%; and (iii) repair services segment of approximately 65.3% for the Period as compared with those for the Corresponding Period.

The following table sets forth the revenue from major products and services of the Group for the Period and the Corresponding Period:

Revenue from major products and services	Nine months ended 30 September		Period-on- period change %
	2021 HK\$	2020 HK\$	
Technical sales and distribution of EGE	<b>3,845,831</b>	36,139,432	-89.4%
Consultancy and technical services	<b>1,354,531</b>	1,996,668	-32.2%
Repair services	<b>348,025</b>	1,003,751	-65.3%
	<b>5,548,387</b>	39,139,851	-85.8%

#### Gross Profit and Gross Profit Margin by Revenue Streams

The following table sets forth the breakdown of the Group's gross profit and gross profit margins by income segmentation for the Period and the Corresponding Period.

#### For the nine months ended 30 September 2021

Breakdown by revenue streams	Technical sales and distribution of EGE HK\$	Consultancy and technical services HK\$	Repair services HK\$	Total HK\$
Revenue	<b>3,845,831</b>	<b>1,354,531</b>	<b>348,025</b>	<b>5,548,387</b>
Cost of sales and services	<b>(3,427,465)</b>	<b>(1,220,583)</b>	<b>(297,207)</b>	<b>(4,945,255)</b>
Gross profit	<b>418,366</b>	<b>133,948</b>	<b>50,818</b>	<b>603,132</b>
Gross profit margin	<b>10.9%</b>	<b>9.9%</b>	<b>14.6%</b>	<b>10.9%</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

For the nine months ended 30 September 2020

Breakdown by revenue streams	Technical sales and distribution of EGE HK\$	Consultancy and technical services HK\$	Repair services HK\$	Total HK\$
Revenue	36,139,432	1,996,668	1,003,751	39,139,851
Cost of sales and services	(23,844,397)	(1,624,606)	(697,696)	(26,166,699)
Gross profit	12,295,035	372,062	306,055	12,973,152
Gross profit margin	34.0%	18.6%	30.5%	33.1%

Gross profit margins decreased from approximately 33.1% for the Corresponding Period to approximately 10.9% for the Period. The decrease in gross profit margins was mainly due to decreases in gross profit margin in (i) technical sales and distribution of EGE from approximately 34.0% for the Corresponding Period to 10.9% for the Period; (ii) consultancy and technical services from approximately 18.6% for the Corresponding Period to 9.9% for the Period; and (iii) repair services from approximately 30.5% for the Corresponding Period to 14.6% for the Period.

### Operating Expenses

The Group's operating expenses decreased by approximately 7.4% from approximately HK\$14.6 million for the Corresponding Period to approximately HK\$13.5 million for the Period. This decrease was attributable to a voluntary salary cut from the senior management of the Company (the "Senior Management") and also a review of the Group's operating expenses.

	Nine months ended 30 September		Period-on- period change
	2021 HK\$	2020 HK\$	%
Directors' remuneration	<b>2,569,581</b>	2,472,750	3.9%
Other staff costs	<b>6,737,989</b>	7,022,701	-4.1%

Directors' remuneration increased by 3.9% to approximately HK\$2.6 million for the Period from approximately HK\$2.5 million for the Corresponding Period. Other staff costs decreased by approximately 4.0% for the Period as compared with those for the Corresponding Period. Such decreases were due to the voluntary salary reductions undertaken by the Senior Management.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Loss

The Group recorded an unaudited loss and other comprehensive income attributable to the Shareholders of approximately HK\$13.0 million for the Period as compared to that of approximately HK\$23.5 million for the Corresponding Period.

The decrease was mainly attributable to a 85.8% decrease in revenue from the Corresponding Period to the Period, offset by the one-time impairment loss of finance lease receivables of approximately HK\$22.9 million for the Corresponding Period.

### LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the Period, the Group financed its operations by its internal resources. As at 30 September 2021, the Group had net current assets of approximately HK\$40.1 million compared with approximately HK\$53.5 million as at 31 December 2020. As at 30 September 2021 and 31 December 2020, the Group had no bank borrowings, bank overdraft and no other bank loans. Gearing ratio (which is calculated by dividing total debt by total equity and then multiplied by 100%) was not applicable to the Group as at 30 September 2021 and 31 December 2020. There has been no change in the capital structure of the Company since 31 December 2020.

The capital structure refers to the maturity profile of debt and obligation, type of capital instrument used, currency and interest rate structure.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report and the Company's 2021 interim report in relation to the smart VM business, the Group did not have any plans for material investment or capital assets as at the date of this report.

### SIGNIFICANT INVESTMENTS OR MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not make any significant investment or material acquisition and disposal of subsidiaries, associates or joint ventures during the Period.

### CONTINGENT LIABILITIES

As at 30 September 2021 and 31 December 2020, the Group did not have any material contingent liabilities.

## MANAGEMENT DISCUSSION AND ANALYSIS

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2021, the Group had a total of 44 employees (30 September 2020: 41). For the Period, the Group incurred staff costs, including Directors' remuneration, of approximately HK\$9.3 million (30 September 2020: approximately HK\$9.5 million). The Company adopted a share option scheme (the "Scheme") on 25 October 2017 for the purpose of recognising and acknowledging the contribution of employees and directors of the Group and other selected participants. The Company has not granted any share options under the Scheme since its adoption and up to the date of this report. Therefore, no share options lapsed or were exercised or cancelled during the Period and there were no outstanding share options as at 30 September 2021.

### CAPITAL COMMITMENTS

As at 30 September 2021, the Group had capital commitment of HK\$0.7 million (30 September 2020: approximately HK\$1.8 million).

### CHARGES ON GROUP'S ASSETS

As at 30 September 2021, the Group had no charges on its assets (31 December 2020: Nil).

### TREASURY POLICIES

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintaining a strong and healthy liquidity to ensure that the Group is well-placed to take advantage of future growth opportunities. As at 30 September 2021, all cash on hand was deposited with licensed financial institutions.

### CUSTOMER AND SUPPLIER RELATIONSHIPS

The Group's major customers are mostly casino operators in Macau SAR and listed on the Stock Exchange. The Group is committed to building long term and stable business relationships with existing customers through its sales and marketing department and technical service team. The Group also maintains good relationships with its suppliers. The Group has long term relationships with a selected number of suppliers who distribute on an exclusive territorial or a non-exclusive basis.

### FOREIGN CURRENCY EXPOSURE

The Group bills its customers mainly in United States dollars ("USD"), HK\$ and MOP. For the Period, the Group had a net foreign exchange loss of HK\$59,265 (Corresponding Period: foreign exchange gain of HK\$21,692). This was attributable to exchange rate fluctuation of USD against HK\$ during the Period of payables in HK\$ liabilities.

### DIVIDEND

The Board has resolved not to declare the payment of a dividend for the Period (Corresponding Period: Nil).

## DISCLOSURE OF INTERESTS

### 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 the 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, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were required to be (a) 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 were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, recorded in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange, were as follows:

#### Long position in the Shares

Name of Directors/ Chief executive	Capacity/ Nature of interest	Number of Shares/underlying Shares interested	Approximate percentage of the issued Shares*
Mr. Huie, Allen Tat Yan (" <b>Mr. Huie</b> ")	Beneficial owner	733,710,000 <small>Notes 1, 2, 3, 4&amp;5</small>	73.37%
Mr. Ng Man Ho Herman (" <b>Mr. Ng</b> ")	Beneficial owner	733,710,000 <small>Notes 1, 2, 3, 4&amp;5</small>	73.37%
Mr. Chan Chi Lun (" <b>Mr. Chan</b> ")	Beneficial owner	733,710,000 <small>Notes 1, 2, 3, 4&amp;5</small>	73.37%

*Note 1:* On 14 January 2020, APE HAT Holdings Limited holding a total of 725,100,000 Shares had made a restructure and transferred 287,719,680, 287,719,680 and 149,660,640 Shares to Mr. Huie, the chairman of the Board and an executive Director, Mr. Ng, the chief executive officer of the Company and an executive Director and Mr. Chan, the chief financial officer of the Company and an executive Director, respectively. Pursuant to a deed of concert parties dated 10 March 2017 and signed by Mr. Huie, Mr. Ng and Mr. Chan (the "**Deed of Concert**"), each of them has agreed and confirmed, among other things, that they have been cooperating with each other and acting in concert in relation to the Group (for the purpose of the Code of Takeovers and Mergers of Hong Kong SAR) since 1 January 2015 and will continue to act in the same manner in the Group upon the Listing. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 725,100,000 Shares, representing 72.51% of the total number of Shares in issue, held by them altogether.

## DISCLOSURE OF INTERESTS

*Note 2:* On 14 September 2020, Mr. Chan acquired 1,920,000 Shares on the market. Pursuant to the Deed of Concert, both Mr. Huie and Mr. Ng also deemed to be interested in such 1,920,000 Shares. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 727,020,000 Shares, representing 72.70% of the total number of Shares in issue, held by them altogether. From 19 to 24 November 2020, Mr. Huie acquired 1,690,000 Shares in total on the market. Pursuant to the Deed of Concert, both Mr. Ng and Mr. Chan also deemed to be interested in such 1,690,000 Shares. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 728,710,000 Shares, representing 72.87% of the total number of Shares in issue, held by them altogether.

*Note 3:* On 30 and 31 March 2021, Mr. Huie acquired 900,000 Shares in total on the market. Pursuant to the Deed of Concert, both Mr. Ng and Mr. Chan also deemed to be interested in such 900,000 Shares. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 729,610,000 Shares, representing 72.96% of the total number of Shares in issue, held by them altogether.

*Note 4:* On 1 and 7 April 2021, Mr. Huie acquired 3,100,000 Shares in total on the market. Pursuant to the Deed of Concert, both Mr. Ng and Mr. Chan also deemed to be interested in such 3,100,000 Shares. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 732,710,000 Shares, representing 73.27% of the total number of Shares in issue, held by them altogether.

*Note 5:* On 9 April 2021, Mr. Ng acquired 1,000,000 Shares in total on the market. Pursuant to the Deed of Concert, both Mr. Huie and Mr. Chan also deemed to be interested in such 1,000,000 Shares. By virtue of the SFO, Mr. Huie, Mr. Ng and Mr. Chan are deemed to be interested in 733,710,000 Shares, representing 73.37% of the total number of Shares in issue, held by them altogether.

\* The percentage represents the total number of the Shares and the underlying Shares, if any, interested divided by the number of issued Shares of 1,000,000,000 as at 30 September 2021.

Save as disclosed above, as at 30 September 2021, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be (a) 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 were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, recorded in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES**

As at 30 September 2021, other than the interests which would be required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO in respect of the Directors and the chief executive of the Company, the Company had not been notified by any person or entity, not being a Director or the chief executive of the Company, of having 5% or more of the interests and short positions in the Shares and underlying Shares as required to be recorded in the register under Section 336 of the SFO.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

None of the Directors or the controlling Shareholders (as defined under the GEM Listing Rules) or their respective close associates (as defined under the GEM Listing Rules) had interests in any business apart from the Group's business which had competed or was likely to compete, either directly or indirectly, with the businesses of the Group and any other conflicts of interest which any such person had or might have with the Group during the Period.

### **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

During the Period, the Company has applied the principles and adopted all code provisions, where applicable, of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the "**CG Code**"). The Company has complied with all applicable code provisions as set out in the CG Code during the Period.

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

During the Period, the Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

### **IMPORTANT EVENTS AFTER THE PERIOD**

The Board is not aware of any material event requiring disclosure, that has taken place subsequent to the Period and up to the date of this report.

### **REVIEW BY THE AUDIT COMMITTEE**

The Audit Committee was established with effect from the Listing Date with written terms of reference in compliance with code provision C.3 of the CG Code and Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are, among other things, to make recommendations to the Board on the appointment, re-appointment and removal of external auditors and to review and monitor the financial reporting process, risk management and internal control systems of the Group. The Audit Committee currently comprises all the three independent non-executive Directors (the "**INEDS**"), namely Mr. Choi Kwok Wai, Mr. Ma Chi Seng and Mr. Ho Kevin King Lun. Mr. Choi Kwok Wai is the chairman of the Audit Committee.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

The Audit Committee has reviewed the unaudited Condensed Consolidated Financial Statements and this report and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By Order of the Board  
**Asia Pioneer Entertainment Holdings Limited**  
**HUIE, Allen Tat Yan**  
*Chairman and Executive Director*

Hong Kong, 9 November 2021

*As at the date of this report, the executive Directors are Mr. HUIE, Allen Tat Yan (Chairman), Mr. NG Man Ho Herman (Chief Executive Officer) and Mr. CHAN Chi Lun (Chief Financial Officer); and the INEDs are Mr. CHOI Kwok Wai, Mr. MA Chi Seng and Mr. HO Kevin King Lun.*