

THIRD QUARTERLY
REPORT

2022/23



长城汇理
GREAT WALLE

GREATWALLE INC.
長城匯理公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8315

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*This report, for which the directors (the “**Directors**”) of Greatwalle Inc. (the “**Company**” and together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the 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.*

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 DECEMBER 2022**

	Notes	For three months ended 31 December		For nine months ended 31 December	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue	2	16,967	12,150	61,199	39,589
Cost of services rendered		(15,995)	(11,516)	(57,128)	(38,978)
Gross profit		972	634	4,071	611
Other income	3	1,220	91	4,149	217
Administrative expenses		(5,850)	(7,381)	(15,239)	(19,777)
Finance costs	4	(740)	(833)	(2,266)	(2,334)
Loss before income tax	5	(4,398)	(7,489)	(9,285)	(21,283)
Income tax expense	6	(14)	(2)	(17)	10
Loss for the period		(4,412)	(7,491)	(9,302)	(21,273)
Other comprehensive income that may be reclassified subsequently to profit or loss:					
Exchange difference on translation of financial statements of foreign operations		1,251	996	(5,207)	2,370
Other comprehensive income for the period		1,251	996	(5,207)	2,370
Total comprehensive income for the period		(3,161)	(6,495)	(14,509)	(18,903)
Loss for the period attributable to:					
Owners of the Company		(4,233)	(7,360)	(9,045)	(20,588)
Non-controlling interests		(179)	(131)	(257)	(685)
		(4,412)	(7,491)	(9,302)	(21,273)
Total comprehensive income for the period attributable to:					
Owners of the Company		(2,995)	(6,365)	(14,223)	(18,216)
Non-controlling interests		(166)	(130)	(286)	(687)
		(3,161)	(6,495)	(14,509)	(18,903)
		HK cents	HK cents	HK cents	HK cents (Restated)
Loss per share for loss attributable to owners of the Company	7				
– Basic and diluted		(0.73)	(1.27)	(1.56)	(4.33)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED 31 DECEMBER 2022**

	Share capital	Share premium	Share option reserve	Merger reserve	Foreign exchange reserve	Retained earnings/ Accumulated losses	Total	Non- controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2021 (audited)	16,618	169,485	8,339	(5,270)	1,400	(193,910)	(3,338)	(883)	(4,221)
Issue of subscription shares, net of expenses	12,454	55,392	-	-	-	-	67,846	-	67,846
Equity-settled share option expenses	-	-	2,390	-	-	-	2,390	-	2,390
Transactions with owners	12,454	55,392	2,390	-	-	-	70,236	-	70,236
Loss for the period	-	-	-	-	-	(20,588)	(20,588)	(685)	(21,273)
Other comprehensive income: Exchange difference on translation of financial statements of foreign operations	-	-	-	-	2,372	-	2,372	(2)	2,370
Total comprehensive income for the period	-	-	-	-	2,372	(20,588)	(18,216)	(687)	(16,903)
At 31 December 2021 (unaudited)	29,072	224,877	10,729	(5,270)	3,772	(214,498)	48,682	(1,570)	47,112
At 1 April 2022 (audited)	29,072	224,877	7,241	(5,270)	3,771	(225,928)	33,763	(2,828)	30,935
Loss for the period	-	-	-	-	-	(9,045)	(9,045)	(257)	(9,302)
Other comprehensive income: Exchange difference on translation of financial statements of foreign operations	-	-	-	-	(5,178)	-	(5,178)	(29)	(5,207)
Total comprehensive income for the period	-	-	-	-	(5,178)	(9,045)	(14,223)	(286)	(14,509)
At 31 December 2022 (unaudited)	29,072	224,877	7,241	(5,270)	(1,407)	(234,973)	19,540	(3,114)	16,426

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE NINE MONTHS ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION AND BASIS OF PREPARATION

Greatwalle Inc. (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability on 2 January 2014. The Company's registered office is located at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. Its principal place of business is located at Unit 1112, 11/F., The Metropolis Tower, No.10 Metropolis Drive, Hungghom, Kowloon, Hong Kong. The Company's shares were listed on the GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 20 August 2014.

The principal activity of the Company is investment holding. The principal activities of the Company and its subsidiaries (the "**Group**") are the provision of security guarding and property management services (the "**Security Guarding and Property Management Services**"), and the provision of business advisory and asset management services (the "**Asset Management Services**").

The directors of the Company (the "**Directors**") consider the Company's ultimate holding company as at 31 December 2022 is Shenzhen Great Walle Investment Corp., LTD ("**Shenzhen Great Walle**"), a company established in the People's Republic of China (the "**PRC**") and its ultimate controlled party is Mr. Song Xiaoming ("**Mr. Song**").

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars ("**HK\$**"), with values rounded to the nearest thousand except when otherwise indicated.

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2022 have been prepared in compliance with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "**GEM Listing Rules**"). The accounting policies adopted in preparation of the Group's unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31 March 2022, except for the adoption of standards, amendments and interpretation issued by the HKICPA mandatory for the annual period beginning 1 April 2022. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited condensed consolidated financial statements. It should be noted that accounting estimates and assumptions were adopted in the preparation of the unaudited condensed consolidated financial statements. Although the estimates are based on the management's best knowledge of the and judgement on the present events and actions, the actual results may eventually differ from those estimate. The unaudited condensed consolidated financial statements do not include all the information and disclosure 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 2022.

The unaudited condensed consolidated financial statements have been prepared under the historical cost conventions, as modified by the revaluation of certain financial instruments which are carried at fair value.

The unaudited condensed consolidated financial statements have not been audited or reviewed by the Company's external auditor, but has been reviewed by the audit committee of the Company.

2. REVENUE

Revenue represents the net invoiced value of service rendered from the provision of security guarding and property management service (the "**Security Guarding and Property Management Services**") and the service income from the provision of business advisory and asset management services (the "**Asset Management Services**") during the period.

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Provision of Security Guarding and Property Management Services	16,831	11,671	60,734	37,808
Provision of Asset Management Services	136	479	465	1,781
	16,967	12,150	61,199	39,589

3. OTHER INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Bank interest income	29	22	58	45
Government grant ¹	188	19	1,867	136
Gain on disposal of property, plant and equipment	168	–	168	–
Gain on modification of the terms of promissory note	–	–	1,200	–
Sundry income	835	50	856	35
	1,220	91	4,149	217

¹ Government grant represented the Employment Support Scheme under the second round of the Anti-epidemic Fund launched by the Government of Hong Kong Special Administrative Region to provide time-limited financial support to employers to retain employees who may otherwise be made redundant.

4. FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Interest charges on promissory note	564	600	1,752	1,800
Interest on lease liabilities	29	50	80	83
Interest charges on loans from related parties	2	–	7	2
Interest charges on other borrowings	145	183	427	449
	740	833	2,266	2,334

5. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Cost of services rendered	15,995	11,516	57,128	38,978
Depreciation of property, plant and equipment ¹	69	57	180	153
Depreciation of right-of-use assets ¹	660	1,745	1,827	2,756
Short-term leases expenses ¹	407	43	745	153
Employee benefits expenses (including directors' emoluments):				
Salaries, allowances and benefits in kind included in:				
– Cost of services rendered	15,888	11,416	56,685	38,604
– Administrative expenses	3,090	2,615	8,253	7,902
Retirement benefits – Defined contribution plans ² included in:				
– Cost of services rendered	89	76	441	245
– Administrative expenses	362	312	1,022	931
Equity-settled share-based payment expenses				
– Administrative expenses	–	2,390	–	2,390
	19,429	16,809	66,401	50,072
Legal and professional fees ¹	283	645	878	1,549
Impairment loss on trade receivables	128	330	–	1,455
Reversal of impairment of trade receivables	–	–	(76)	–

¹ Included in “administrative expenses” in the consolidated statement of profit or loss and other comprehensive income.

² There were no contributions forfeited by the Group on behalf of its employees who leave the MPF scheme or the PRC retirement scheme (as the case may be).

6. INCOME TAX EXPENSE

The amount of taxation in the unaudited condensed consolidated statement of profit or loss and other comprehensive income represents:

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Loss				
Current tax				
– PRC Enterprise Income Tax (“EIT”)				
– Provision the period	14	2	17	10
– Over-provision in respect of prior years	–	–	–	(20)
	14	2	17	(10)
Hong Kong Profits Tax				
– Provision for the period	–	–	–	–
	14	2	17	(10)

The Company was incorporated in the Cayman Islands that is tax-exempted as no business is carried out in the Cayman Islands under the laws of the Cayman Islands.

Hong Kong Profits Tax is calculated at 16.5% (nine months ended 31 December 2021: 16.5%) on the estimated assessable profits of subsidiaries operating in Hong Kong for the nine months ended 31 December 2022. EIT is calculated on estimated assessable profits of the subsidiaries' operations in PRC at 25% (nine months ended 31 December 2021: 25%).

7. LOSS PER SHARE

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

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Loss				
Loss attributable to owners of the Company	(4,233)	(7,360)	(9,045)	(20,588)

	Three months ended 31 December		Nine months ended 31 December	
	2022 (Unaudited) '000	2021 (Unaudited) '000	2022 (Unaudited) '000	2021 (Unaudited) '000 (Restated)
Number of shares				
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	581,442	581,442	581,442	475,053

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company, and the weighted average number of shares of approximately 581,442,000 (for the nine months ended 31 December 2021: 475,053,000 has been adjusted for the effect of the Share Consolidation on 2 August 2021 and the bonus elements of the issue of shares under subscription of 5 August 2021).

There were no diluted potential ordinary shares during the nine months ended 31 December 2022 and 2021 and therefore, diluted loss per share equals to basic loss per share.

8. DIVIDENDS

The Board did not recommend a payment of interim dividend for the nine months ended 31 December 2022 (nine months ended 31 December 2021: nil).

9. SUBSEQUENT EVENTS

Save as disclosed in this report, the Directors are not aware of any other significant event requiring disclosure that has taken place subsequent to 31 December 2022 and up to the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the nine months ended 31 December 2022 (the “**Reporting Period**”), the principally activities of the Company and its subsidiaries (the “**Group**”) engaged in (i) the provision of security guarding and property management services (the “**Security Guarding and Property Management Services**”); and (ii) the provision of business advisory and asset management services (the “**Asset Management Services**”). During the Reporting Period, the Group recorded a total revenue of approximately HK\$61.2 million, in which the Security Guarding and Property Management Services recorded a revenue of approximately HK\$60.7 million, and the Asset Management Services recorded a revenue of approximately HK\$0.5 million.

I. **Security Guarding and Property Management Services**

For the Group’s Security Guarding and Property Management Services, the Group operates in both Hong Kong and the People’s Republic of China (the “**PRC**”). Compared to corresponding period, revenue increase by approximately HK\$22.9 million from HK\$37.8 million for the nine months ended 31 December 2021 to approximately HK\$60.7 million for the Reporting Period.

In the PRC, the Group’s Security Guarding and Property Management Services has continued to grow and its client base has gradually expanded from government departments to schools and industrial parks. The Group has successfully expanded its Security Guarding and Property Management Services business in Dongying City, Shandong Province in the PRC since the second half of 2021 and it became the largest source of revenue to the Group. As a result, revenue from Security Guarding and Property Management Services in the PRC recorded a consecutive growth of approximately HK\$16.3 million from approximately HK\$31.7 million for the nine months ended 31 December 2021 to approximately HK\$48.0 million for the Report Period. The Group has fully realised its comprehensive advantage in brand, operation and management system, and will continue to expand the scale of its Security Guarding and Property Management business in the PRC to achieve sustained growth in operating revenue, with a view to build the Company into a prominent security guarding and property management enterprise in the PRC.

In Hong Kong, the Group is permitted to provide security guarding services under Type 1 security work in Hong Kong in accordance with the Security Company License regime. With years of operating experience, the Group has established a strong reputation in the field of manned security guarding services. During the Reporting Period, revenue generated from Hong Kong Security Guarding and Management Services increased from HK\$6.1 million for the nine months ended 31 December 2021 to approximately HK\$12.7 million for the Reporting Period. Despite the increase in revenue, Security Guarding and Property Management Services in Hong Kong was still under pressure of uncertainties in the region and global economy, we expect business in Hong Kong to remain challenging.

II. **Asset Management Services**

Since 2019, the Group has begun to gradually develop its Asset Management Services. In the PRC, the Group holds a private equity investment fund manager licence from the Asset Management Association of China. The Greater China asset management industry is facing both new challenges and new opportunities under the influence of policies such as China’s economic structure transformation and dual circulation.

As at 31 December 2022, the Group managed privately offered funds in the PRC where these funds invested in promising companies listed or unlisted. Asset Management Services revenue during the Report Period decreased by 72.2% from approximately HK\$1.8 million for the nine months ended 31 December 2021 to approximately HK\$0.5 million for the Reporting Period. The decrease was mainly due to the completion of continuing connected transaction in November 2021. The Group targets to invest in (i) buyout or leveraged buyout funds; (ii) medium to long-term investments towards companies with long-term development value and a leading position in a particular market segment; (iii) bonds; and (iv) security guarding and property management services in respect of vocational education, undergraduate education and related support education. The asset management team has been committed to exploring business and investment opportunities, aiming for quality and long-term investments and to increase the scale of funds. We believe that the economy of the PRC will rebound after the lifted of strict epidemic measures, and over the next few years, the Group will drive the asset management business into the high-quality development phase.

OUTLOOK

The Directors are of the view that the general outlook of the industry and the business environment in which the Group operates will remain challenging. The end of zero-Covid policy in the PRC since late December 2022 has created uncertainty to Hong Kong and the mainland.

Looking forward to 2023, the Group targets to leverage its asset management and business advisory brand effect in the PRC, to establish investment funds through our asset management platform and transform the Group into a boutique asset management vehicle. The Board believes that the Group's strategy to extent its businesses could provide a better return to the shareholders of the Company (the "Shareholders").

FINANCIAL REVIEW

Revenue

For the Reporting Period and the corresponding period in 2021, the Group's revenue was generated from the provision of Security Guarding and Property Management Services in Hong Kong and the PRC and provision of Asset Management Services. Total revenue of the Group increased by approximately HK\$21.6 million or 54.5% from approximately HK\$39.6 million for the nine months ended 31 December 2021 to approximately HK\$61.2 million for the Reporting Period. The following table sets forth the breakdown of the Group's revenue by business segment for the Reporting Period and the corresponding period in 2021:

	Nine months ended 31 December			
	2022		2021	
	HK\$'000	Percentage	HK\$'000	Percentage
Security Guarding and Property Management Services	60,734	99.2%	37,808	95.5%
Asset Management Services	465	0.8%	1,781	4.5%
Total	61,199	100%	39,589	100%

(a) Security Guarding and Property Management Services

Total revenue of Security Guarding and Property Management Services for the Reporting Period amounted to approximately HK\$60.7 million, it represented an increase of approximately HK\$22.9 million or approximately 60.6%, as compared with total revenue of approximately HK\$37.8 million for the nine months ended 31 December 2021.

Since second half of 2021, the Group has expanded its Security Guarding and Property Management Services in Dongying City, Shandong Province in the PRC. As a result, revenue generated from Security Guarding and Property Management Services in the PRC recorded an increase of approximately HK\$16.3 million or approximately 51.4% from HK\$31.7 million for the nine months ended 31 December 2021 to approximately HK\$48.0 million for the Reporting Period. In addition, revenue from Hong Kong's Security Guarding and Property Management Services increased by HK\$6.6 million or approximately 108.2% from approximately HK\$6.1 million for the nine months ended 31 December 2021 to approximately HK\$12.7 million for the Reporting Period, which resulted from the customer did not have enough staff to meet the increase in customer volume, and our company provided this customer with a secondment service to meet the demand.

(b) Asset Management Services

Total revenue of Asset Management Services for the Reporting Period amounted to approximately HK\$0.5 million, it represented a decrease of approximately HK\$1.3 million, as compared with total revenue of approximately HK\$1.8 million for the nine months ended 31 December 2021. The decrease in revenue was mainly due to the completion of the continuing connected transaction in November 2021. Revenue from external customers remained steady for the nine months ended 31 December 2022 and 2021.

Cost of services rendered

For the nine months ended 31 December 2022 and 2021, the cost of services rendered amounted to approximately HK\$57.1 million and HK\$39.0 million respectively.

The total cost of services rendered increased in line with the increase in revenue and mainly consisted of direct guard costs provided for the Security Guarding and Property Management Services amount to approximately HK\$57.1 million and HK\$39.0 million for the nine months ended 31 December 2022 and 2021, respectively, representing approximately 94.1% and 103.2% of the Group's Security Guarding and Property Management Services revenue, respectively. Such improvement in the cost of services rendered in the percentage of revenue was primarily attributable to better cost control by the implementation of better staff allocation and planning, as well as adjustment in business based upon the Group's resource advantage during the Reporting Period.

Gross profit and gross profit margin

The Group's gross profit increased by approximately HK\$3.5 million from approximately HK\$0.6 million for the nine months ended 31 December 2021 to approximately HK\$4.1 million for the Reporting Period. The increase in the Group's gross profit and gross profit margin was in line with the increase in revenue and mainly due to the better cost control by the implementation of better staff allocation and planning, as well as adjustment in business based upon the Group's resource advantage during the Reporting Period.

Other income

Other income mainly included (i) a one-off government grant from the Employment Support Scheme under the second round of the Anti-epidemic launched by the Government of Hong Kong Special Administrative Region to provide time-limited financial support to employers of approximately HK\$1.9 million being recognised for the Reporting Period; and (ii) a one-off gain on modification of the terms of promissory note of approximately HK\$1.2 million.

Administrative expenses

The Group's administrative expenses decreased by approximately HK\$4.6 million or 23.2% from approximately HK\$19.8 million for the nine months ended 31 December 2021 to approximately HK\$15.2 million for the Reporting Period. The decrease was mainly attributable to (i) decrease in legal and professional expenses; (ii) decrease in impairment loss on trade receivables; and (iii) an absence of one-off recognition of equity-settled share-based payment expenses for the Reporting Period.

Finance costs

The Group's finance cost mainly consisted of interest on promissory notes and interest on unsecured debenture and they remained steady for the nine months ended 31 December 2022 and 2021 of approximately HK\$2.3 million.

Loss for the Reporting Period

Loss attributable to owners of the Company for the Reporting Period decreased by HK\$11.6 million or 56.3% from approximately HK\$20.6 million for the nine months ended 31 December 2021 to approximately HK\$9 million for the Reporting Period. The decrease in the Company's loss for the Reporting Period was the results of (i) increase in revenue; (ii) increase in the Group's gross profit; (iii) increase in other income; and (iv) decrease in administrative expenses detailed above.

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 31 December 2022, the interests and short positions of the Directors and chief executive of the Company (the "**Chief Executive**") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to Rules 5.46 to 5.68 of the GEM Listing Rules (the "**Required Standard of Dealings**") were as follows:

Long position in the shares and underlying shares of the Company

Name of Directors	Capacity/Nature of interests	Number of ordinary shares held/interested	Number of underlying shares held/interested pursuant to share options	Approximate percentage of the total number of issued shares of the Company
Mr. Song Xiaoming ("Mr. Song")	Interest in a controlled corporation	433,555,955(L) ^(Note 1)	–	74.57%
Mr. Su Congyue ("Mr. Su")	Beneficial owner	–	2,534,255(L) ^(Note 2)	0.4%
Mr. Li Zhongfei	Beneficial owner	–	203,772(L) ^(Note 2)	0.04%
Mr. Zhao Jinsong	Beneficial owner	–	203,772(L) ^(Note 2)	0.04%

(L) represents a long position in the shares of the Company (the "**Shares**")

Notes:

1. According to information available to the Company:
 - (a) 184,465,046 Shares are held by Greatwalle Holding Limited in the capacity of beneficial owner.
 - (b) Greatwalle Holding Limited is wholly-owned by 廣州南沙區匯銘投資業務有限公司 (Guangzhou Nansha Huiming Investment Business Company Limited*) ("**Nansha Huiming**").
 - (c) Nansha Huiming is held as to approximately 99.9992% by 深圳匯理九號投資諮詢企業(有限合夥) (Shenzhen Huili Jiu Hao Investment Consulting Enterprise Limited Partnership*) ("**Huili Jiu Hao Investment**"), and as to 0.0008% by Mr. Song.
 - (d) Huili Jiu Hao Investment is held as to 99.99% by 深圳長城匯理投資股份有限公司 (Shenzhen Great Walle Investment Corp., Ltd*) ("**Great Walle Investment**").
 - (e) Great Walle Investment is ultimately controlled by Mr. Song (as to approximately 68.9039% directly, and as to approximately 21.9995% indirectly through a wholly-owned company, 深圳弘德商務服務有限公司 (Shenzhen Hongde Commercial Services Corporation Limited*)).
 - (f) As such, each of Nansha Huiming, Huili Jiu Hao Investment, Great Walle Investment and Mr. Song is deemed to be interested in 184,465,046 Shares held by Greatwalle Holding Limited under the SFO.

* For identification purpose only

- (g) 249,090,909 Shares are held by Walle Holding Limited in the capacity of beneficial owner. Walle Holding Limited is wholly-owned by Mr. Song. As such, Mr. Song is deemed to be interested in 249,090,909 Shares held by Walle Holding Limited under the SFO.
2. These long positions represent the share options granted by the Company under the share option scheme adopted by the Company on 31 July 2014 ("**Share Option Scheme**"). For details, please refer to the section headed "Share Option Scheme" below.

Save as disclosed above, as at 31 December 2022, none of the Directors or the Chief Executive had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which have 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 are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings by the Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules.

Long position in the interest in the associated corporations

Name of Directors	Name of the associated corporation	Capacity/nature	Number of shares, Underlying shares held/ interested	Approximate percentage of total number of issued shares of the associated corporations
Mr. Song	Greatwalle Holding Limited	Interest in a controlled corporation	1,000,000	100.0000%
	Nansha Huiming	Beneficial owner	1,000	0.0008%
		Interest in a controlled corporation	110,000,000	91.9992%
	Huili Jiu Hao	Interest in a controlled corporation	990,000 ^(Note)	99.0000%
	Great Walle Investment	Beneficial owner	3,828,902	68.9039%
Interest in a controlled corporation		1,222,486	21.9995%	
Mr. Su	Great Walle Investment	Beneficial owner	18,523	0.3333%

Note: The associated corporation is a limited partnership with no share description or shares. The total number of shares represented the amount of capital contributed.

Save as disclosed above, as at 31 December 2022, none of the Directors or Chief Executive had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

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

As at 31 December 2022, substantial shareholders (as defined under the SFO) (not being the Directors or Chief Executive) who had or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO or who were directly or indirectly to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of the Group were as follows:

Long positions in the shares and underlying shares of the Company

Name of substantial shareholders	Capacity/Nature of interests	Number of shares held/interested	Approximate percentage of the total number of issued shares of the Company
Greatwalle Holding Limited	Beneficial owner	184,465,046(L)	31.73%
廣州南沙區匯銘投資業務有限公司 (Guangzhou Nansha Huiming Investment Business Company Limited*)	Interest of corporation controlled by the substantial shareholder ^(Note)	184,465,046(L)	31.73%
深圳匯理九號投資諮詢企業 (有限合夥) (Shenzhen Huili Jiu Hao Investment Consulting Enterprise Limited Partnership*)	Interest of corporation controlled by the substantial shareholder ^(Note)	184,465,046(L)	31.73%
深圳長城匯理投資股份有限公司 (Shenzhen Great Walle Investment Corp., Ltd.*)	Interest of corporation controlled by the substantial shareholder ^(Note)	184,465,046(L)	31.73%
Walle Holding Limited	Beneficial owner	249,090,909(L)	42.84%

(L) represents a long position in the Shares

Notes: According to information available to the Company:

- 184,465,046 Shares are held by Greatwalle Holding Limited in the capacity of beneficial owner.
- Greatwalle Holding Limited is wholly-owned by Nansha Huiming.
- Nansha Huiming is held as to approximately 91.9992% by Huili Jiu Hao Investment, and so as to 0.0008% by Mr. Song.
- Huili Jiu Hao Investment is held as to 99.99% by Great Walle Investment.
- As such, each of Nansha Huiming, Huili Jiu Hao Investment and Great Walle Investment is deemed to be interested in 184,465,046 Shares held by Greatwalle Holding Limited under SFO.

* For identification purposes only

Save as disclosed above, as at 31 December 2022, the Company had not been notified of other interests or short positions of substantial shareholders or any other person (other than the Directors and the Chief Executive) in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

SHARE OPTION SCHEME

The Company adopted the share option scheme on 31 July 2014, which will remain in force for a period of 10-years from its effective date. The details of the Share Option Scheme and the movements of the share options under the Share Option Scheme during the Reporting Period are set out as follows:

Name or category of grantees	Exercise price during 1 April 2021 to 1 August 2021 (HK\$)	Exercise price per share on or after 2 August 2021 (HK\$)	Date of grant	Exercisable period ^(Note 1)	Number of share options					
					Balance as at 1 April 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Balance as at 31 December 2022
Directors										
Mr. Li Zhongfai	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	186,578	-	-	-	-	186,578
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	17,194	-	-	-	-	17,194
Mr. Zhao Jinsong	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	186,578	-	-	-	-	186,578
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	17,194	-	-	-	-	17,194
Mr. Su	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	2,534,256	-	-	-	-	2,534,256
Former Directors										
Ms. Guan Yan	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	186,578	-	-	-	-	186,578
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	17,194	-	-	-	-	17,194
Mr. Hon Hoi Chuen	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	1,865,788	-	-	-	-	1,865,788
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	668,467	-	-	-	-	668,467
Mr. Li Mingming	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	1,865,788	-	-	-	-	1,865,788
Ms. Lin Shuxian	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	1,865,788	-	-	-	-	1,865,788
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	668,467	-	-	-	-	668,467
Ms. Pang Xiaoli	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	410,653	-	-	-	-	410,653
Employees of the Group										
In aggregate	0.234	1.170	14 December 2018	14 December 2018 to 13 December 2028	1,865,788	-	-	-	-	1,865,788
	0.089	0.445	18 April 2019	18 April 2019 to 17 April 2029	291,865	-	-	-	-	2,157,674
-	0.2242	-	11 October 2021	11 October 2021 to 10 October 2026	33,235,133	-	-	-	-	33,235,133
Total					45,883,329	-	-	-	-	45,883,329

Notes:

- All of the share options granted have no vesting period or vesting condition.

Save as disclosed above, no other share options were granted, exercised, cancelled or lapsed during the Reporting Period.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

DIVIDEND

The Board does not recommend the payment of interim dividend for the Reporting Period (nine months ended 31 December 2021: Nil).

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted written guidelines regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rule 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry to all the Directors, the Directors confirmed that they have complied with the Required Standard of Dealings and the said guidelines regarding directors' securities transactions during the Reporting Period.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 to the GEM Listing Rules throughout the Reporting Period, except for CG Code provision C.2.1.

Under the CG Code provision C.2.1, the role of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have any officer with the title of CEO but the Company has appointed several staffs at the subsidiary level for each business segment, who were responsible for the oversight of each business segment's operations. The Directors will periodically review the Company's corporate governance policies and will propose any amendment, if necessary, to ensure compliance with CG Code from time to time.

AUDIT COMMITTEE

Pursuant to Rule 5.28 of the GEM Listing Rules, the Company established an audit committee (the "Audit Committee") with written terms of reference aligned with the provisions of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Zhao Jinsong (chairman of the Audit Committee), Mr. Li Zhongfei and Mr. Liu Chengwei, all of whom are independent non-executive Directors.

The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group, this report and the third quarterly results announcement of the Company for the Reporting Period. The condensed consolidated financial results for the Reporting Period are unaudited, but have been reviewed by the Audit Committee.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

INTERESTS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) was considered to have any interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and/or caused, or was likely to cause any other conflicts of interest with the Group, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition or disposal of subsidiaries or associates during the nine months ended 31 December 2022.

EVENTS AFTER THE PERIOD

The Group does not have any material subsequent event after the Reporting Period and up to the date of this report.

By order of the Board
Greatwalle Inc.
Song Xiaoming
Chairman and executive Director

Hong Kong, 13 February 2023

As at the date of this report, the executive Directors are Mr. Song Xiaoming, Ms. Song Shiqing and Mr. Su Congyue; the non-executive Director is Mr. Chung Man Lai; and the independent non-executive Directors are Mr. Zhao Jinsong and Mr. Li Zhongfei and Mr. Liu Chengwei.