

OOH Holdings Limited

奧傳思維控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8091



2020 / 21
Third Quarterly Report

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

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This report, for which the directors (the “Directors”) of OOH 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 (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.

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months and nine months period ended 31 December 2020, together with the unaudited comparative figures for the corresponding periods in 2019 (the “**Financial Information**”), as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months period ended 31 December 2020

	Notes	For the three months period ended 31 December		For the nine months period ended 31 December	
		2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue	4	9,677	13,341	35,784	45,932
Cost of sales		(7,376)	(9,675)	(24,115)	(32,308)
Gross profit		2,301	3,666	11,669	13,624
Other income and gains, net	5	855	103	2,136	1,996
Selling expenses		(1,193)	(2,591)	(4,534)	(7,134)
Administrative expenses		(3,901)	(3,819)	(11,174)	(10,904)
Finance costs	6	(257)	(430)	(922)	(1,304)
Loss before income tax expense/credit		(2,195)	(3,071)	(2,825)	(3,722)
Income tax (expense)/credit	7	(55)	30	(327)	(69)
Loss and total comprehensive income for the period		(2,250)	(3,041)	(3,152)	(3,791)
(Loss)/Profit and total comprehensive income for the period attributable to:					
Owners of the Company		(2,257)	(2,940)	(3,120)	(3,788)
Non-controlling interests		7	(101)	(32)	(3)
		(2,250)	(3,041)	(3,152)	(3,791)
		HK cents	HK cents	HK cents	HK cents
Loss per share attributable to owners of the Company					
Basic and diluted	8	(0.31)	(0.41)	(0.43)	(0.53)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months period ended 31 December 2020

	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium	Other reserve	Retained earnings	Total			
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)		
At 1 April 2019 (Audited)	7,200	35,371	(90)	20,949	63,430	500	63,930	
Loss and total comprehensive income for the period	-	-	-	(3,788)	(3,788)	(3)	(3,791)	
At 31 December 2019 (Unaudited)	7,200	35,371	(90)	17,161	59,642	497	60,139	
At 1 April 2020 (Audited)	7,200	35,371	(90)	15,262	57,743	130	57,873	
Loss and total comprehensive income for the period	-	-	-	(3,120)	(3,120)	(32)	(3,152)	
At 31 December 2020 (Unaudited)	7,200	35,371	(90)	12,142	54,623	98	54,721	

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General Information

OOH Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 28 June 2016 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands and its shares had been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 5 January 2017. The address of its registered office is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is located at Suite A5, 9/F, Jumbo Industrial Building, 189 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The principal activity of the Company (together with its subsidiaries as the “**Group**”) is investment holding. The Group is principally engaged in the provision of advertising display services.

2. Basis of Preparation

The unaudited condensed consolidated financial statements of the Group for the nine months period ended 31 December 2020 have not been audited by the Company’s auditor, but have been reviewed by the audit committee of the Company. They have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements under the GEM Listing Rules.

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), which is the same as the functional currency of the Company.

3. Adoption of HKFRSs

Adoption of new or revised HKFRSs — effective from 1 April 2020

In the current period, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's unaudited condensed consolidated financial statements.

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to HKFRS 16	COVID-19 — Related Rent Concessions

Amendments to HKFRS 3 — Definition of a Business

The amendments clarify that a business must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, together with providing extensive guidance on what is meant by a “substantive process”.

Additionally, the amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs, whilst narrowing the definition of “outputs” and a “business” to focus on returns from selling goods and services to customers, rather than on cost reductions.

An optional concentration test has also been added that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

Amendments to HKAS 1 and HKAS 8 — Definition of Material

The amendments clarify the definition and explanation of “material”, aligning the definition across all HKFRS Standards and the Conceptual Framework, and incorporating supporting requirements in HKAS 1 into the definition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 — Interest Rate Benchmark Reform

The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainties caused by interest rate benchmark reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

Amendments to HKFRS 16 — COVID-19 — Related Rent Concessions

The amendment exempts lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and allows lessees to account for such rent concessions as if they were not lease modifications.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and consolidated financial statements.

4. Revenue

Disaggregation of Revenue

In the following table, revenue is disaggregated by primary geographical markets, major platforms and service lines and timing of revenue recognition.

	For the three months period ended 31 December		For the nine months period ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Primary geographical markets				
Hong Kong (place of domicile)	9,677	13,341	35,784	43,541
Taiwan	-	-	-	2,391
	9,677	13,341	35,784	45,932
Major services lines				
Advertising display services				
— Minibus	8,962	12,216	33,041	37,183
— Taxi	134	386	1,294	761
— Others	33	186	152	493
— Hospitals and clinics	234	224	359	734
— Digital and online media	-	179	-	3,844
— Self-pickup lockers	45	4	156	344
	9,408	13,195	35,002	43,359
Esports event management services (“Digital Event Management Business”)	-	-	-	2,391
Food and beverage services	269	146	782	182
Total	9,677	13,341	35,784	45,932
Timing of revenue recognition				
Transferred over time	9,677	13,341	35,784	45,932

Geographical Information

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its place of domicile.

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than financial asset ("**Specified non-current assets**").

	Revenue from external customers		Specified non-current assets	
	For the nine months period ended 31 December		As at	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	31 December 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Hong Kong (place of domicile)	35,784	43,541	30,925	43,434
Taiwan	-	2,391	-	-
	35,784	45,932	30,925	43,434

Segment Information

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive directors in order to allocate resources and assess performance of the segment.

The executive directors considered the business from the perspective of advertising platforms available, and determined that the Group has the following reportable operating segments:

- Provision of advertising display services over the transportation media platforms ("**Transportation Business**");
- Provision of advertising display services over the healthcare media platforms ("**Healthcare Business**");
- Provision of advertising display services over the digital and online media platforms ("**Digital Media Business**");
- Provision of advertising display services over the self-pickup lockers platforms ("**Logistic Advertising Business**"); and
- Sales of Mizimamei branded food and beverage products in Hong Kong ("**Food and Beverage Business**").

Segment Revenue and Results

Segment revenue below represents revenue from external customers. There was no inter-segment revenue during the reporting periods. The chief operating decision makers assess the performance of the operating segments mainly based on revenue and gross profit of each operating segment. Corporate and other unallocated expenses include selling expenses, administrative expenses and other expenses which are common costs incurred for the operating segments as a whole and therefore they are not included in the measure of the segments' performance that is used by the chief operating decision makers as a basis for the allocation of resources and assessment of segment performance. Other income and gains, net, finance costs and income tax expense are also not allocated to individual operating segment.

There were no segment assets and liabilities information provided to the chief operating decision makers.

The segment revenue and results, and the totals presented for the Group's operating segments reconciled to the Group's key financial figures as presented in the Financial Information are as follows:

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Digital Media Business HK\$'000	Logistic Advertising Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
For the nine months period ended 31 December 2020						
Revenue						
— From external customers	34,487	359	-	156	782	35,784
Cost of sales	(22,688)	(112)	-	(66)	(1,249)	(24,115)
Gross profit/(loss)	11,799	247	-	90	(467)	11,669
Unallocated other income and gains, net						2,136
Corporate and other unallocated expenses						(15,708)
Finance costs						(922)
Loss before income tax expense						(2,825)

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Digital Media Business HK\$'000	Logistic Advertising Business HK\$'000	Digital Event Management Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
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**For the nine months period
ended 31 December 2019**

Revenue							
— From external customers	38,437	734	3,844	344	2,391	182	45,932
Cost of sales	(26,412)	(226)	(3,334)	(196)	(2,083)	(57)	(32,308)
Gross profit	12,025	508	510	148	308	125	13,624
Unallocated other income and gains, net							1,996
Corporate and other unallocated expenses							(18,038)
Finance costs							(1,304)
Loss before income tax expense							(3,722)

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Digital Media Business HK\$'000	Logistic Advertising Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
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**For the three months period
ended 31 December 2020**

Revenue						
— From external customers	9,129	234	–	45	269	9,677
Cost of sales	(6,885)	(68)	–	(12)	(411)	(7,376)
Gross profit/(loss)	2,244	166	–	33	(142)	2,301
Unallocated other income and gains, net						855
Corporate and other unallocated expenses						(5,094)
Finance costs						(257)
Loss before income tax expense						(2,195)

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Digital Media Business HK\$'000	Logistic Advertising Business HK\$'000	Digital Event Management Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
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**For the three months period
ended 31 December 2019**

Revenue							
—From external customers	12,788	224	179	4	–	146	13,341
Cost of sales	(9,105)	(58)	(442)	(31)	–	(39)	(9,675)
Gross profit/(loss)	3,683	166	(263)	(27)	–	107	3,666
Unallocated other income and gains, net							103
Corporate and other unallocated expenses							(6,410)
Finance costs							(430)
Loss before income tax expense							(3,071)

5. Other Income and Gains, Net

	For the three months period ended 31 December		For the nine months period ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Bank interest income	86	49	181	258
Gain on disposal of property, plant and equipment	-	-	1	-
Gain on disposal of motor car	-	-	49	-
Exchange gain/(loss), net	97	(7)	198	(120)
Gain on modification of leases	3	-	261	-
Others*	669	61	1,446	1,858
Total	855	103	2,136	1,996

* Others mainly included the one-off subsidies amounted to HK\$80,000 and approximately HK\$1,340,000 (in which approximately HK\$668,000 was received during the three months period ended 31 December 2020) received from the Food and Environmental Hygiene Department and the Employment Support Scheme from HKSAR Government under the Anti-epidemic Fund, respectively during the nine months period ended 31 December 2020.

6. Finance Costs

	For the three months period ended 31 December		For the nine months period ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Interest on lease liabilities	257	430	922	1,304

7. Income Tax Expense/Credit

	For the three months period ended 31 December		For the nine months period ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Current tax — Hong Kong Profits Tax				
— Tax expense/(credit) for the period	55	(30)	327	69

The Group companies incorporated in the Cayman Islands and the British Virgin Islands are tax-exempted as no business is carried out in the Cayman Islands and the British Virgin Islands under the laws of the Cayman Islands and the British Virgin Islands respectively.

Hong Kong Profits tax is calculated at 8.25% on the first HK\$2 million of estimated assessable profits and at 16.5% for the portion of the estimated assessable profits above HK\$2 million for the three months and the nine months period ended 31 December 2020.

No deferred tax has been recognized as there were no material temporary differences for the three months and the nine months period ended 31 December 2020 and 2019, respectively.

8. Loss Per Share

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

	For the three months period ended 31 December		For the nine months period ended 31 December	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Loss				
Loss for the purposes of basic and diluted loss per share	(2,257)	(2,940)	(3,120)	(3,788)
Number of shares	'000	'000	'000	'000
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	720,000	720,000	720,000	720,000

The weighted average of 720,000,000 ordinary shares for the three months and the nine months period ended 31 December 2020 and 2019 were same as the number of ordinary shares of the Company in issue throughout the period.

Diluted loss per share was the same as the basic loss per share as the Group had no potential dilutive ordinary shares during the three months and the nine months period ended 31 December 2020 and 2019.

Basic and diluted loss per share was HK\$0.43 cents for the nine months period ended 31 December 2020 (2019: loss of HK\$0.53 cents).

9. Dividend

The Board does not recommend a payment of an interim dividend for the nine months period ended 31 December 2020 (for the nine months period ended 31 December 2019: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group continued its principal business in the provision of out-of-home advertising spaces and services to its customers, which comprise end users aiming to promote their brands, products or services, and advertising agents acting for such advertisers. We also offer our customers design and production, advertisement logistics, installation and dismantling services on the different advertising platforms.

During the period under review, the Group's minibus advertising business recorded an increase in gross profit margin from approximately 31.4% for the nine months period ended 31 December 2019 to approximately 34.2% for that of 2020. Such increase was contributed by (i) the concessions on license fee given by the minibus operators in view of the business environment as a result of the outbreak of COVID-19; and (ii) the increase in production utilization of our in-house printing facilities for production of advertising stickers.

In late 2020, the Group has commenced the business of preowned private vehicle trading which aims on car trading market, especially for vintage and classic cars. As of the date herein, the Group has acquired inventory for vehicle trading, parts trading and retrofitting car parts in an aggregate amount of approximately HK\$0.4 million. The Group will expand its exposure in this business area to broaden its source of revenue.

The Group's retail outlet of Mizimamei branded food and beverage products maintained a steady revenue. However, despite our efforts to strive for a profit in Food and Beverage Business, the Group continued to record a loss for the segment as the food and beverage industry is seriously impacted by the outbreak of COVID-19. The tenancy for the current retail outlet of Mizimamei branded food and beverage products located in Central will expire in May 2021 and the Group is considering alternatives to minimize the loss.

Financial Review

Revenue

Total revenue of the Group decreased by approximately 22% from approximately HK\$45.9 million for the nine months period ended 31 December 2019 to approximately HK\$35.8 million for that of 2020. Such decrease was mainly due to (i) the absence of revenue from Digital Event Management Business, which business has been terminated since May 2019; (ii) the absence of revenue from Digital Media Business; (iii) the decrease of revenue generated from Logistic Advertising Business; and (iv) the decrease of revenue generated from private hospital and clinics media.

Revenue generated from minibus advertising decreased from approximately HK\$37.2 million for the nine months period ended 31 December 2019 to approximately HK\$33.0 million for that of 2020. Revenue generated from private hospital and clinics media remained insignificant and decreased from approximately HK\$0.7 million for the nine months period ended 31 December 2019 to approximately HK\$0.4 million for that of 2020. Revenue generated from Logistic Advertising Business decreased from approximately HK\$0.3 million for the nine months period ended 31 December 2019 to approximately HK\$0.2 million for that of 2020. Revenue generated from the provision of other types of advertising services (for example advertising spaces in other out-of-home media formats) decreased from approximately HK\$0.5 million for the nine months period ended 31 December 2019 to approximately HK\$0.2 million for that of 2020. The above decreases were mainly due to the decrease of revenue generated from both direct and agency clients. Moreover, the operator of Logistic Advertising Business has played a cautious approach on advertising censorship which caused delay in approving the advertising layout and discouraged advertisers' interests in the platform. The Group shall continue to monitor the business environment and make necessary adjustments to cater the challenging environment.

Revenue generated from taxi advertising increased from approximately HK\$0.8 million for the nine months period ended 31 December 2019 to approximately HK\$1.3 million for that of 2020. Such increase was due to the election advertising campaign originally scheduled in 2020.

Revenue generated from Food and Beverage Business increased from approximately HK\$0.2 million for the nine months period ended 31 December 2019 to approximately HK\$0.8 million for that of 2020. Such increase was mainly due to the fact that Food and Beverage Business only commenced in August 2019.

We did not generate revenue from Digital Media Business for the nine months period ended 31 December 2020 due to the resignation of the sales directors responsible for that segment and the Group has been looking for the replacement of their positions.

Cost of Sales and Gross Profit Margin

Cost of sales decreased by 25.4% from approximately HK\$32.3 million for the nine months period ended 31 December 2019 to approximately HK\$24.1 million for that of 2020. The decrease was mainly due to (i) the decrease in revenue; (ii) the decrease of license fee in the minibus advertising due to the license fee concession following the outbreak of COVID-19; and (iii) the increase in the utilization of the Group's in-house printing facilities for production of advertising stickers which led to the decrease of printing and production cost of our minibus advertising business.

Gross profit margin increased by 2.9 percentage points from approximately 29.7% for the nine months period ended 31 December 2019 to approximately 32.6% for that of 2020, which was mainly due to the increase in gross profit margin of minibus advertising from approximately 31.4% for the nine months period ended 31 December 2019 to approximately 34.2% for that of 2020 due to the license fee concession following the outbreak of COVID-19 and the increase in the utilization of the Group's in-house printing facilities for production of advertising stickers.

Selling Expenses

Selling expenses decreased by 36.4% from approximately HK\$7.1 million for the nine months period ended 31 December 2019 to approximately HK\$4.5 million for that of 2020 due to (i) the decrease of overseas travelling expenses and marketing expenses as overseas travelling was avoided and business activities has been put on halt in view of the outbreak of COVID-19; and (ii) the decrease of commission paid to our sales team as a result of the decrease in revenue.

Administrative Expenses

Administrative expenses increased from approximately HK\$10.9 million for the nine months period ended 31 December 2019 to approximately HK\$11.2 million for that of 2020. The increase was mainly attributable to (i) an increase of consultancy fee of approximately HK\$0.2 million; and (ii) an increase of expenses of director's remuneration in respect of the director's salaries tax of approximately HK\$0.4 million.

Finance Costs

Finance costs decreased from approximately HK\$1.3 million for the nine months period ended 31 December 2019 to approximately HK\$0.9 million for that of 2020.

Loss Attributable to Owners of the Company

We recorded loss attributable to owners of the Company of approximately HK\$3.2 million for the nine months period ended 31 December 2020 as compared to approximately HK\$3.8 million for that of 2019.

Outlook

It is a whole new world out there in 2021, and a whole new Hong Kong business environment. The protests and social unrest of last year are no longer top of mind for most of the city and its economy. That mantle has been taken by outbreak of COVID-19. In 2020, people in town are focused on facemasks, handwashing and social distancing as they work to avoid the chances of infection across the city of the home of around 8 million people.

Hong Kong is handling the pandemic well, at least comparative to many other countries and markets. Despite the forth wave of outbreak with daily climbing infection cases in around November 2020, the government had not been forced to enact the strict lockdowns that have been a key pillar of public responses in Italy, the United Kingdom, the United States and Australia.

Still, businesses are obviously being impacted with the nature of those impacts being wide and varied. Clearly, airlines, hospitality and retail businesses have each suffered a huge drop in demand as customers choose or are forced to stay away and there have been thousands of jobs lost in these sectors. Other sectors are facing issues around getting workers to the places they need to be, and ensuring their health and safety in this new regime of avoiding human contact and close interaction. The Group has also initiated work from home and shift working policy to protect the well-being our human resources.

In 2021, the Group will continue to adopt sensible sales packages to clients and provide them with bargains on our unsold advertising spaces; and try to grab their advertising budgets while we can. A more reasonable media rental price as well as pre-emptive packages will be offered to the market. Business exposures will be expanded and the Group shall consider altering the use of proceeds from listing to adapt the changing business environment.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation

As at 31 December 2020, 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 or 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 notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Name of Director	Capacity/ Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of shareholding interest
Ms. CHAU Wai Chu Irene ("Ms. Chau")	Beneficial owner	278,640,000 ordinary shares (L)	38.70%
Ms. Chau ⁽²⁾	Interest in a controlled corporation	278,640,000 ordinary shares (L)	38.70%
Mr. DA SILVA Antonio Marcus ("Mr. Da Silva")	Beneficial owner	93,960,000 ordinary shares (L)	13.05%
Mr. Da Silva ⁽³⁾	Interest in a controlled corporation	93,960,000 ordinary shares (L)	13.05%

Notes:

- (1) The letter "L" denotes the entity/person's long position in ordinary shares of the Company (the "**Shares**").
- (2) The Company was directly owned as to 38.70% (being 278,640,000 Shares) by Goldcore Global Investments Limited ("**Goldcore**"). By virtue of her 100% shareholding of Goldcore, Ms. Chau is deemed to be interested in the same number of Shares held by Goldcore.
- (3) The Company was directly owned as to 13.05% (being 93,960,000 Shares) by Silver Pro Investments Limited ("**Silver Pro**"). By virtue of his 100% shareholding of Silver Pro, Mr. Da Silva is deemed to be interested in the same number of Shares held by Silver Pro.

Long Positions in Shares of Associated Corporation

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Percentage of interest
Ms. Chau	Goldcore	Beneficial owner	100%
Mr. Da Silva	Silver Pro	Beneficial owner	100%

All issued shares in Goldcore are solely owned by Ms. Chau. Accordingly, Ms. Chau is deemed to be interested in all the Shares held by Goldcore by virtue of the SFO.

All issued shares in Silver Pro are solely owned by Mr. Da Silva. The spouse of Mr. Da Silva is Ms. CHU Sau Kuen Jeanny. Accordingly, Mr. Da Silva and Ms. CHU Sau Kuen Jeanny are both deemed to be interested in all the Shares held by Silver Pro by virtue of the SFO.

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

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

So far as is known to the Directors, as at 31 December 2020, the following persons/entities had the interests or short positions in the shares or the underlying shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO as follows:

Name of shareholder	Capacity/ Nature of interest	Number and class of securities ⁽¹⁾	Approximate percentage of shareholding interest
Goldcore ⁽²⁾	Beneficial owner	278,640,000 ordinary shares (L)	38.70%
Ms. Chau ⁽²⁾	Interest in a controlled corporation	278,640,000 ordinary shares (L)	38.70%
AL Capital Limited ⁽³⁾ ("AL Capital")	Beneficial owner	139,968,000 ordinary shares (L)	19.44%
Mr. LAU Anthony Chi Sing ⁽³⁾ ("Mr. Lau")	Interest in a controlled corporation	139,968,000 ordinary shares (L)	19.44%
Silver Pro ⁽⁴⁾	Beneficial owner	93,960,000 ordinary shares (L)	13.05%
Mr. Da Silva ⁽⁴⁾	Interest in a controlled corporation	93,960,000 ordinary shares (L)	13.05%
Ms. CHU Sau Kuen Jeanny ⁽⁴⁾	Interest of spouse (spouse of Mr. Da Silva)	93,960,000 ordinary shares (L)	13.05%

Notes:

- (1) The letter "L" denotes the entity/person's long position in the Shares.
- (2) All issued shares in Goldcore are solely owned by Ms. Chau. Accordingly, Ms. Chau is deemed to be interested in all the Shares held by Goldcore by virtue of the SFO.
- (3) All issued shares in AL Capital are solely owned by Mr. Lau. Accordingly, Mr. Lau is deemed to be interested in all the Shares held by AL Capital by virtue of the SFO.
- (4) All issued shares in Silver Pro are solely owned by Mr. Da Silva. The spouse of Mr. Da Silva is Ms. CHU Sau Kuen Jeanny. Accordingly, Mr. Da Silva and Ms. CHU Sau Kuen Jeanny are both deemed to be interested in all the Shares held by Silver Pro by virtue of the SFO.

Save as disclosed above and so far as is known to the Directors, as at 31 December 2020, no other interests or short positions in the shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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 nine months period ended 31 December 2020.

Share Option Scheme

The Company has adopted the share option scheme (the "**Scheme**") on 19 December 2016. The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to it. The Directors consider the Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. The principal terms of the Scheme are summarized in the section headed "Share Option Scheme" in Appendix IV to the prospectus of the Company dated 23 December 2016.

As at 31 December 2020, no share option was outstanding under the Scheme. No share option has been granted, exercised, cancelled or lapsed under the Scheme since its adoption.

Competing Interests

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

Directors' Securities Transactions

The Company adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding directors' securities transactions in securities of the Company. Based on specific enquiry made with the Directors, all Directors confirmed that they had fully complied with the required standard of dealings and there was no event of non-compliance during the nine months period ended 31 December 2020.

Compliance with the Corporate Governance Code

The Company is committed to achieving a high standard of corporate governance to safeguard the interests of the shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the "**CG Code**").

Throughout the nine months period ended 31 December 2020, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code, save for the deviation from the code provision A.2.1 of the CG Code, as explained below:

Pursuant to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Ms. Chau currently holds both positions. In view of her experience and familiarity with the business operations of the Group, the Board considers that the roles of the Chairlady and Chief Executive Officer being performed by Ms. Chau would be appropriate to maintain the efficiency in the overall strategic planning, management and business development of the Group. The Board with the corporate governance committee of the Board will continue to review the Group's corporate governance policies and compliance with the CG Code each financial year.

Audit Committee

The Company established an audit committee of the Board (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and the code provisions C.3.3 and C.3.7 of the CG Code. The Audit Committee consists of all the three independent non-executive Directors being Ms. AU Shui Ming Anna, Mr. LIANG Man Kit Jerry and Mr. LAM Yau Fung Curt. Ms. AU Shui Ming Anna serves as the chairlady of the Audit Committee who has appropriate professional qualifications and experience as required by the GEM Listing Rules. The primary responsibilities of the Audit Committee include but without limitation the following: (i) assisting the Board in providing an independent view of the effectiveness of the Group’s financial reporting system, internal control and risk management systems; (ii) overseeing the audit process; and (iii) performing other duties and responsibilities as assigned by the Board.

The Audit Committee has discussed and reviewed the unaudited condensed consolidated financial statements of the Group for the nine months period ended 31 December 2020 and this report.

Board of Directors

As at the date of this report, the Directors are:

Executive Directors:

Ms. CHAU Wai Chu Irene (*Chairlady and Chief Executive Officer*)

Mr. LEAN Chun Wai

Non-Executive Director:

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors:

Ms. AU Shui Ming Anna

Mr. LIANG Man Kit Jerry

Mr. LAM Yau Fung Curt

On behalf of the Board of
OOH Holdings Limited
CHAU Wai Chu Irene
Chairlady and Chief Executive Officer

Hong Kong, 4 February 2021