



# 環球印館控股有限公司 Universe Printshop Holdings Limited

(Incorporated in the Cayman Islands with limited liability)  
Stock Code: 8448

First Quarterly Report  
2023





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*This report, for which the directors (the “Directors”) of UNIVERSE PRINTSHOP 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 (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.*

# Contents

2	Financial Highlights
3	Management Discussion and Analysis
6	Other Information
11	First Quarterly Results
11	Unaudited Condensed Consolidated Statement of Comprehensive Income
12	Unaudited Condensed Consolidated Statement of Changes in Equity
13	Notes to the Unaudited Condensed Consolidated Financial Statements





# Financial Highlights

The revenue of the Company and its subsidiaries (the “Group”) was approximately HK\$16.7 million for the three months ended 30 June 2023 (“Q1 2023”), representing a decrease of approximately 29.4% from approximately HK\$23.7 million for the three months ended 30 June 2022 (“Q1 2022”).

The gross profit of the Group decreased from approximately HK\$4.3 million for Q1 2022 to approximately HK\$2.4 million for Q1 2023, which was in tandem with the decrease in revenue.

The Group recorded a net loss of approximately HK\$4.4 million in Q1 2023 as compared to approximately HK\$3.7 million recorded in Q1 2022. Excluding the impact of one-off items in the respective financial periods, there was a net operating loss of approximately HK\$5.6 million recorded in Q1 2023 as compared to approximately HK\$4.5 million in Q1 2022. The one-off items in Q1 2023 included a loss on modification of leases for retail shops and machineries of approximately HK\$0.2 million (Q1 2022: gain of HK\$0.2 million), a gain on disposal of property, plant and equipment of approximately HK\$2.1 million (Q1 2022: nil), government subsidies of approximately HK\$13,000 (Q1 2022: HK\$1.9 million) and legal and professional fees in relation to disposal of equipment and a major and connected transaction of approximately HK\$0.7 million (Q1 2022: HK\$1.4 million in relation to mandatory unconditional cash offer). The Group will take action to maintain our profitability and competitiveness in the market.

The board of Directors (the “Board”) does not recommend the payment of any dividend for Q1 2023 (Q1 2022: nil).

# Management Discussion and Analysis



## BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in providing printing services to customers in Hong Kong. The printing services of the Group included offset printing, ink-jet printing and toner-based digital printing. Other than printing services, the Group also provided other services to customers, which included production of other printing-related products such as pre-ink stamps, plastic name-cards, printed eco-bags and printed plastic folders.

The Group recorded revenue of approximately HK\$16.7 million for Q1 2023, representing a decrease of approximately 29.4% as compared to the revenue of approximately HK\$23.7 million for Q1 2022. For Q1 2023, the Group recorded a net loss of approximately HK\$4.4 million as compared to approximately HK\$3.7 million recorded in Q1 2022. Excluding the impact of one-off items in the respective financial periods, there was a net operating loss of approximately HK\$5.6 million recorded in Q1 2023 as compared to approximately HK\$4.5 million in Q1 2022. The one-off items in Q1 2023 included a loss on modification of leases for retail shops and machineries of approximately HK\$0.2 million (Q1 2022: gain of HK\$0.2 million), a gain on disposal of property, plant and equipment of approximately HK\$2.1 million (Q1 2022: nil), government subsidies of approximately HK\$13,000 (Q1 2022: HK\$1.9 million) and legal and professional fees in relation to disposal of equipment and a major and connected transaction of approximately HK\$0.7 million (Q1 2022: HK\$1.4 million in relation to mandatory unconditional cash offer).

The rapidly changing market conditions have presented unprecedented challenges for our business. Despite these obstacles, we have remained steadfast in our mission to prioritize sustainability, innovation, and excellence.

During Q1 2023, we have made significant investments in eco-friendly technologies by acquiring two state-of-the-art Jetpress machines. These machines will enhance our capabilities by providing solutions and flexibility to the Group for adjusting printing contents and volume to reduce unit fixed costs while reducing our carbon footprint, aligning with our commitment to delivering exceptional service to our customers while also prioritizing our responsibility to the environment.

Looking ahead, we remain optimistic about the future of our business and will continue to invest in technology, talent, and innovation to stay ahead of the competition.

# Management Discussion and Analysis

## FINANCIAL REVIEW

### Revenue

In Q1 2023, the Group's total revenue experienced a decline of approximately HK\$7.0 million or approximately 29.4%, with total revenue amounting to approximately HK\$16.7 million, as compared to approximately HK\$23.7 million in Q1 2022. This decrease in revenue was primarily due to the reduced demand for printing services and increased competition within the industry.

### Costs of sales

The major components of the cost of sales are raw material cost, sub-contracting fee, manufacturing overhead, and staff costs. The total cost of sales decreased from approximately HK\$19.4 million in Q1 2022 to approximately HK\$14.3 million in Q1 2023. This decrease was in line with the decline in revenue.

### Gross profit and gross profit margin

The Group's gross profit decreased from approximately HK\$4.3 million in Q1 2022 to approximately HK\$2.4 million in Q1 2023. This decrease was in line with the decline in revenue. The gross profit margin also decreased from approximately 18.1% in Q1 2022 to approximately 14.2% in Q1 2023. This was primarily due to the increase in per unit fixed costs resulting from the reduced production volume of the Group's printing services.

### Other income

In Q1 2022, our other income of approximately HK\$2.2 million primarily consisted of government subsidies of approximately HK\$1.9 million, which were granted to us under the Employment Support Scheme of the Anti-epidemic Fund launched by the Hong Kong government in response to the COVID-19 pandemic. In Q1 2023, other income decreased significantly to HK\$13,000, which represents reimbursement received under the Reimbursement of Maternity Leave Pay Scheme launched by the Hong Kong government.

### Other gains

Other gains increased from approximately HK\$0.2 million in Q1 2022 to approximately HK\$1.9 million in Q1 2023, which represented the combined results of (i) gain on disposal of property, plant and equipment of approximately HK\$2.1 million in Q1 2023 (Q1 2022: nil); and (ii) loss on the modification of leases for retail shops and machineries of approximately HK\$0.2 million (Q1 2022: gain of HK\$0.2 million).

# Management Discussion and Analysis

## FINANCIAL REVIEW (CONTINUED)

### Administrative and other expenses

Administrative and other expenses primarily comprise staff costs (including directors' remuneration), depreciation, legal and professional fee, IT development fee, auditors' remuneration, marketing and entertainment, repair and maintenance, utilities expenses, bank charges and other miscellaneous administrative expenses. The administrative and other expenses amounted to approximately HK\$8.4 million in Q1 2023, which represented a decrease of approximately HK\$1.5 million or approximately 14.7% as compared to approximately HK\$9.9 million in Q1 2022. The decrease in administrative and other expenses was mainly attributable to the decrease in staff costs.

### Loss and total comprehensive income for the period attributable to owners of the Company

The loss and total comprehensive income attributable to owners of the Company was approximately HK\$4.4 million in Q1 2023 as compared to approximately HK\$3.7 million recorded in Q1 2022. Excluding the impact of one-off items in the respective financial periods, there was a net operating loss of approximately HK\$5.6 million recorded in Q1 2023 as compared to approximately HK\$4.5 million in Q1 2022. The one-off items in Q1 2023 included a loss on modification of leases for retail shops and machineries of approximately HK\$0.2 million (Q1 2022: gain of HK\$0.2 million), a gain on disposal of property, plant and equipment of approximately HK\$2.1 million (Q1 2022: nil), government subsidies of approximately HK\$13,000 (Q1 2022: HK\$1.9 million) and legal and professional fees in relation to disposal of equipment and a major and connected transaction of approximately HK\$0.7 million (Q1 2022: HK\$1.4 million in relation to mandatory unconditional cash offer).

## DIVIDENDS

The Board does not recommend the payment of any dividend for Q1 2023 (Q1 2022: nil).

# Other Information

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

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 any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which were required to be notified to the Company and the Stock Exchange: (a) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

### Long position in ordinary shares of the Company (the “Shares”) as at 30 June 2023

Name of Director	Capacity/Nature of interest	Number of shares held/ interested	Percentage of the issued share capital of the Company (approximate)
Mr. Lam Shing Tai	Interest in controlled corporation (Note 1)	354,659,000	35.54%
	Interest held jointly with another person (Note 2)	151,866,000	15.21%
Mr. Chau Man Keung (Note 3)	Beneficial Owner	41,366,000	4.14%
	Interest held jointly with another person (Note 2)	465,159,000	46.61%
Mr. Hsu Ching Loi (Note 4)	Beneficial Owner	110,500,000	11.07%
	Interest held jointly with another person (Note 2)	396,025,000	39.68%

### Long position in Shares as at the date of this report

Name of Director	Capacity/Nature of interest	Number of shares held/ interested	Percentage of the issued share capital of the Company (approximate)
Mr. Lam Shing Tai	Interest in controlled corporation (Note 1)	354,659,000	35.54%
	Interest held jointly with another person (Note 2)	151,866,000	15.21%
Mr. Yip Chi Man	Interest of spouse (Note 5)	9,500,000	0.95%



## Other Information

### INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

#### Long position in ordinary shares of the associated corporation as at 30 June 2023 and the date of this report

Name	Name of associated corporation	Capacity/ Nature of interest	Number of shares held/ interested	Percentage of shareholding
Mr. Lam Shing Tai	New Metro	Beneficial owner	1	100%

#### Notes:

1. Mr. Lam Shing Tai holds 100% of the issued share capital of New Metro Inc. ("New Metro"). Under the SFO, Mr. Lam Shing Tai is deemed to be interested in the 354,659,000 Shares held by New Metro.
2. Pursuant to the deed of acting in concert undertaking dated 4 April 2022 (the "Deed of Acting in Concert Undertaking") entered into among New Metro, Mr. Lam Shing Tai (being the sole ultimate beneficial owner of New Metro), Mr. Chau Man Keung and Mr. Hsu Ching Loi (collectively the "Concerted Controlling Shareholders"), each of them is deemed to be interested in the Shares held by the others. New Metro is the beneficial owner of 354,659,000 Shares, Mr. Chau Man Keung is the beneficial owner of 41,366,000 Shares and Mr. Hsu Ching Loi is the beneficial owner of 110,500,000 Shares. Accordingly, the Concerted Controlling Shareholders are each interested in 506,525,000 Shares, representing approximately 50.75% of the entire issued share capital of the Company as at 30 June 2023.
3. Mr. Chau Man Keung resigned as an executive Director and the vice chairman of the Board with effect from 1 July 2023.
4. Mr. Hsu Ching Loi resigned as an executive Director and the chief executive officer of the Company with effect from 1 July 2023.
5. Mr. Yip Chi Man is the spouse of Ms. Au Suk Han Shirley. By virtue of the SFO, Mr. Yip Chi Man is deemed to be interested in all the Shares in which Ms. Au Suk Han Shirley is interested or deemed to be interested under the SFO.

Save as disclosed above, as at 30 June 2023 and the date of this report, none of the Directors nor chief executive of the Company had or was deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to 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 provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

## Other Information

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors, as at 30 June 2023 and the date of this report, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the Shares and underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company:

#### Long position in Shares as at 30 June 2023

Name of Shareholder	Capacity/Nature of interest	Number of shares held/interested	Percentage of the issued share capital of the Company (approximate)
New Metro	Beneficial owner	354,659,000	35.54%
	Interest held jointly with another person (Note 1)	151,866,000	15.21%
Ms. Fung Chi Kuen	Interest of spouse (Note 2)	506,525,000	50.75%
Ms. Siu Man Yam	Interest of spouse (Note 3)	506,525,000	50.75%
Ms. Ng Lai Nga	Interest of spouse (Note 4)	506,525,000	50.75%

#### Long position in Shares as at the date of this report

Name of Shareholder	Capacity/Nature of interest	Number of shares held/interested	Percentage of the issued share capital of the Company (approximate)
New Metro	Beneficial owner	354,659,000	35.54%
	Interest held jointly with another person (Note 1)	151,866,000	15.21%
Mr. Chau Man Keung (Note 3)	Beneficial Owner	41,366,000	4.14%
	Interest held jointly with another person (Note 1)	465,159,000	46.61%
Mr. Hsu Ching Loi (Note 4)	Beneficial Owner	110,500,000	11.07%
	Interest held jointly with another person (Note 1)	396,025,000	39.68%
Ms. Fung Chi Kuen	Interest of spouse (Note 2)	506,525,000	50.75%
Ms. Siu Man Yam	Interest of spouse (Note 3)	506,525,000	50.75%
Ms. Ng Lai Nga	Interest of spouse (Note 4)	506,525,000	50.75%

#### Notes:

- Pursuant to the Deed of Acting in Concert Undertaking, each of the Concerted Controlling Shareholders is deemed to be interested in the Shares held by the others. The Concerted Controlling Shareholders are each interested in 506,525,000 Shares, representing approximately 50.75% of the entire issues share capital of the Company as at 30 June 2023.
- Ms. Fung Chi Kuen is the spouse of Mr. Lam Shing Tai, an executive Director. By virtue of the SFO, Ms. Fung Chi Kuen is deemed to be interested in all the Shares in which Mr. Lam Shing Tai is interested or deemed to be interested under the SFO.

## Other Information

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (CONTINUED)

#### Long position in Shares as at 30 June 2023 (Continued)

Notes: (Continued)

- Ms. Siu Man Yam is the spouse of Mr. Chau Man Keung, a former executive Director who resigned with effect from 1 July 2023. By virtue of the SFO, Ms. Siu Man Yam is deemed to be interested in all the Shares in which Mr. Chau Man Keung is interested or deemed to be interested under the SFO.
- Ms. Ng Lai Nga is the spouse of Mr. Hsu Ching Loi, a former executive Director who resigned with effect from 1 July 2023. By virtue of the SFO, Ms. Ng Lai Nga is deemed to be interested in all the Shares in which Mr. Hsu Ching Loi is interested or deemed to be interested under the SFO.

Save as disclosed above and so far as is known to the Directors, as at 30 June 2023 and the date of this report, the Directors were not aware of any other persons who had or deemed or taken to have any interests or short positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company.

#### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 26 February 2018 and no options have been granted, exercised, lapsed or cancelled since then and up to the date of this report.

The Share Option Scheme shall be valid and effective for a period of 10 years from the adoption date, after which no further options may be issued. A summary of the principal terms of the Share Option scheme is set out in Appendix IV to the prospectus of the Company dated 13 March 2018.

#### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance in emphasising a quality board of directors, sound internal control, transparency and accountability with a view to safeguard the interests of all the shareholders of the Company. The Board has adopted the principles and the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. During the three months ended 30 June 2023, the Company has complied with all the code provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

#### CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code") as its own code governing securities transactions of the Directors. Having made specific enquiry of all the Directors, all of them confirmed that they had fully complied with the required standard of dealings as set out in the Model Code during the three months ended 30 June 2023.

Pursuant to Rule 5.66 of the GEM Listing Rules, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealing by the Model Code as if he were a Director.

## Other Information

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

Reference is made to the announcements dated 19 April 2023 and 3 May 2023 issued by the Company in relation to the subscription of new shares of the Company under general mandate. On 19 April 2023 (after trading hours), the Company entered into the subscription agreement (the "Subscription Agreement") with Mr. Tsang Yee Fung and Mr. Chiu Wan Lung (collectively, the "Subscribers"), pursuant to which, the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, a total of 98,000,000 new ordinary shares of the Company (the "Subscription Shares") pursuant to the terms of the Subscription Agreement at the subscription price of HK\$0.04 per Subscription Share (the "Subscription"). The aggregate nominal value of the Subscription Shares is HK\$980,000. Based on the closing price of the Shares of HK\$0.026 per Share on 19 April 2023, being the date of the Subscription Agreement, the Subscription Shares have a market value of approximately HK\$2.55 million. The Directors considered that the Subscription represents an opportunity to raise capital for the business operations of the Group while broadening the shareholder base of the Company.

The conditions of the Subscription have been fulfilled and completion of the Subscription took place on 3 May 2023. The gross proceeds and net proceeds (after deducting the expenses related to the Subscription) from the Subscription are HK\$3.92 million and approximately HK\$3.73 million (representing the net price of approximately HK\$0.0381 per Subscription Share) respectively. As at the date of this report, the Company has used all the net proceeds from the Subscription to settle its current liabilities such as trade and other payables and accruals of the Group, which is in line with the planned usage of the net proceeds from the Subscription set out in the announcements of the Company in relation to the Subscription.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 June 2023.

### COMPETING BUSINESS

For the three months ended 30 June 2023, none of the Directors, controlling shareholder of the Company or their respective close associates (as defined in the GEM Listing Rules) has any business or interest that competed or might compete either directly or indirectly with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

### AUDIT COMMITTEE AND REVIEW OF UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company established an audit committee ("Audit Committee") with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision D.3.3 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Wong Chun Kwok ("Mr. Wong"), Mr. Ho Kar Ming and Ms. So Shuk Wan. Mr. Wong is the chairman of each of the Audit Committee and the Risk Management Committee. The primary duties of the Audit Committee include reviewing and supervising the Group's financial reporting system, monitoring the internal control procedures and risk management, reviewing the Group's financial information and the relationship with the external auditor of the Company, ensuring compliance with the relevant laws and regulations. In addition, the Audit Committee is responsible for the initial establishment and the maintenance of a framework of internal controls and ethical standards for the Group's management.

The unaudited condensed consolidated financial statements have not been audited. The Audit Committee has reviewed with the management of the Group the unaudited condensed consolidated financial statements, the quarterly report, the accounting principles and policies adopted by the Group, and other financial reporting matters. The Audit Committee is satisfied that the unaudited condensed consolidated financial statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board of  
**Universe Printshop Holdings Limited**  
**Lam Shing Tai**  
*Chairman and Executive Director*

Hong Kong, 8 August 2023

*As at the date of this report, the executive Directors are Mr. Lam Shing Tai, Ms. Li Shuang, Mr. Kao Jung and Mr. Yip Chi Man and the independent non-executive Directors are Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.*

# First Quarterly Results

The Board is pleased to present the unaudited condensed consolidated results of the Group for the three months ended 30 June 2023 together with the unaudited comparative figures for the corresponding periods in 2022 as follows:

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2023

	Notes	Unaudited Three months ended 30 June	
		2023 HK\$	2022 HK\$
Revenue	3	16,704,306	23,659,292
Cost of sales		(14,340,503)	(19,374,825)
Gross profit		2,363,803	4,284,467
Other income		50,153	2,199,514
Other gains		1,902,485	229,103
Administrative and other expenses		(8,428,147)	(9,878,116)
<b>Loss from operations</b>		(4,111,706)	(3,165,032)
Finance cost		(190,929)	(150,921)
<b>Loss before taxation</b>		(4,302,635)	(3,315,953)
Income tax expense	4	(67,412)	(381,608)
<b>Loss and total comprehensive income for the period attributable to owners of the Company</b>		(4,370,047)	(3,697,561)
		HK cents	HK cents
<b>Loss per share</b>			
Basic and diluted	5	(0.45)	(0.41)



# Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 30 June 2023

	Share capital HK\$	Share premium HK\$	Capital reserve HK\$	Accumulated losses HK\$	Total HK\$
At 1 April 2023 (audited)	9,000,000	29,644,379	20,077,867	(59,403,063)	(680,817)
Loss and total comprehensive income for the period	–	–	–	(4,370,047)	(4,370,047)
Issue of shares, net of transaction costs	980,000	2,749,775	–	–	3,729,775
At 30 June 2023 (unaudited)	9,980,000	32,394,154	20,077,867	(63,773,110)	(1,321,089)
At 1 April 2022 (audited)	9,000,000	29,644,379	20,077,867	(38,900,257)	19,821,989
Loss and total comprehensive income for the period	–	–	–	(3,697,561)	(3,697,561)
At 30 June 2022 (unaudited)	9,000,000	29,644,379	20,077,867	(42,597,818)	16,124,428

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 1 GENERAL INFORMATION

The Company is a public limited company incorporated in the Cayman Islands on 27 April 2017 as an exempted company and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 March 2018. The Company was incorporated in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Shop B3, G/F, Block 3, Kwun Tong Industrial Centre, 448-458 Kwun Tong Road, Kwun Tong, Hong Kong.

On 4 April 2022, New Metro Inc., a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Lam Shing Tai ("Mr. Lam"), an executive director of the Company, entered into a sale and purchase agreement (the "Sale and Purchase Agreement") with certain shareholders (the "Selling Shareholders") of the Company including Mr. Chau Man Keung ("Mr. Chau"), a former executive director of the Company, Mr. Leung Yuet Cheong, a former executive director of the Company, Mr. Wong Man Hin Joe, a former executive director of the Company and Mr. Wang Hsiung Yu, a senior management of the Company. Pursuant to the Sale and Purchase Agreement, New Metro Inc. conditionally agreed to acquire an aggregate of 354,354,000 shares of the Company from those Selling Shareholders, representing approximately 39.37% of the total issued share capital of the Company as at the date of entering into the Sale and Purchase Agreement. Completion of the Sale and Purchase Agreement took place on 4 April 2022 (the "Completion"). After the Completion, Mr. Chau continues to hold 41,366,000 shares, representing approximately 4.6% of the total number of issued shares of the Company. On the same date, New Metro Inc., Mr. Lam, Mr. Chau, and Mr. Hsu Ching Loi, a former executive director of the Company, (collectively the "Concerted Controlling Shareholders") entered into the Deed of Acting in Concert Undertaking (the "Deed"), pursuant to which the parties to the Deed have agreed to consolidate their respective interests, representing approximately 56.25% of the entire issued shares of the Company as at the date of entering into the Deed, and control directly and/or indirectly in the Company and to vote on any resolution to be passed at any shareholders' meeting of the Company in an unanimous manner. The Deed took effect from 4 April 2022.

Following the completion of subscription of an aggregate of 98,000,000 new shares of the Company on 3 May 2023, the percentage of shares of the Company in which the Concerted Controlling Shareholders are interested has been diluted from approximately 56.28% to approximately 50.75% since 3 May 2023 and up to the date of this report.

In the opinion of the Directors, New Metro Inc. is the ultimate parent undertaking of the Company.

The Company acts as an investment holding company. The subsidiaries of the Company (together, the "Group") are principally engaged in the provision of general printing services and trading of printing products.

The unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2023 has not been audited but has been reviewed by the audit committee of the Board. The unaudited condensed consolidated financial statements for the three months ended 30 June 2023 were approved for issue by the Board of directors on 8 August 2023.

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basic of preparation and presentation

The unaudited condensed consolidated financial statements for the three months ended 30 June 2023 have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and the applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which is a collective term including all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The unaudited condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2023.

The accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements for the three months ended 30 June 2023 are same as those applied in the preparation of the Group’s annual financial statements for the year ended 31 March 2023, except for the new and revised HKFRSs and interpretations issued by HKICPA that are first effective for the current accounting period of the Company. There has been no significant change to the accounting policy applied in these unaudited condensed consolidated financial statements for the three months ended 30 June 2023 as a result of adoption of these amendments.

The unaudited condensed consolidated financial statements for the three months ended 30 June 2023 have been prepared under the historical cost basis.

The unaudited condensed consolidated financial statements for the three months ended 30 June 2023 are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

## 3 REVENUE AND SEGMENT REPORTING

### (a) Revenue

The principal activities of the Group are the provision of general printing services and trading of printing products. The amount of each significant category of revenue is as follows:

	Unaudited Three months ended 30 June	
	2023 HK\$	2022 HK\$
Revenue from contracts with customers within the scope of HKFRS 15		
Timing of revenue recognition — At a point in time		
Offset printing	12,564,949	18,613,051
Toner-based digital printing	1,170,477	1,571,795
Ink-jet printing	2,923,901	3,221,125
Other services	44,979	253,321
	16,704,306	23,659,292

The Group’s customer base is diversified with no customer with whom the amount of sale transactions has exceeded 10% of the Group’s revenue for the three months ended 30 June 2023 (2022: nil).

The Group has applied the practical expedients in HKFRS 15 to recognise revenue and not to disclose the remaining performance obligations for the contract of sales of goods.

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting

Segment information represents those information reported to the Group's senior executive management who are the chief operating decision makers for the purposes of resources allocation and assessment of performance. The Group is managed based on the financial information of the Group as a whole as reported under HKFRS. Such information does not contain profit or loss information of particular product or service line or geographical area. The Group's senior executive management allocates resources and assesses performance of the Group on an aggregated basis based on such information. Therefore, the Group has only one single reportable segment which is provision of printing services and trading of printing products.

The Group's revenue is solely derived from external customers based in Hong Kong, which is the location at which products are delivered, and the Group's non-current assets are located in Hong Kong.

## 4 INCOME TAX EXPENSE

Income tax expense in the consolidated statement of comprehensive income represents:

	Unaudited Three months ended 30 June	
	2023 HK\$	2022 HK\$
<b>Current tax</b>		
Hong Kong Profits Tax for the period	–	–
<b>Deferred tax</b>		
Charged to profit or loss	67,412	381,608
	67,412	381,608

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

The provision of Hong Kong Profits Tax, is calculated at tax rate of 16.5% on the estimated assessable profits for the year, except for the qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of the qualifying entity are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 5 LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share was based on the loss attributable to owners of the Company of HK\$4,370,047 (2022: HK\$3,697,561) and the weighted average number of ordinary shares in issue of 963,538,462 during the period (2022: 900,000,000).

### (b) Diluted loss per share

The diluted loss per share is the same as the basic loss per share as the Group did not have dilutive potential ordinary shares in issue during the current period and in prior period.