



G-Vision International (Holdings) Limited
環科國際集團有限公司

Stock Code : 657

INTERIM REPORT
2021/22

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Cheng Hop Fai
(Chairman and Managing Director)
Cheng Pak Ming, Judy
Cheng Pak Man, Anita
Cheng Pak Lai, Lily

Independent Non-Executive Directors

Leung Tai Chiu
(resigned on 23 June 2021)
Law Toe Ming
Hung Chi Yuen, Andrew
Yuen Shiu Cheong, Johnny
(appointed on 23 June 2021)

COMPANY SECRETARY

Cheng Pak Ming, Judy

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Fubon Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

AUDITOR

RSM Hong Kong

HONG KONG LEGAL ADVISERS

MinterEllison LLP

BERMUDA LEGAL ADVISERS

Conyers Dill & Pearman

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PRINCIPAL SHARE REGISTRAR

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41 Cedar Avenue
Hamilton HM 12
Bermuda

BRANCH SHARE REGISTRAR

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STOCK CODE

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INDEPENDENT REVIEW REPORT TO THE BOARD OF DIRECTORS OF G-VISION INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 5 to 22 which comprises the condensed consolidated statement of financial position of the Company and its subsidiaries as at 30 September 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Certified Public Accountants
26 November 2021

The board of directors (the “**Board**”) of G-Vision International (Holdings) Limited (the “**Company**”) announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 September 2021, together with the comparative results. The condensed consolidated interim results have not been audited, but have been reviewed by the Company’s auditor, RSM Hong Kong, and the Company’s audit committee.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2021

		Six months ended 30 September	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
	Note		
Revenue	5	29,814	18,434
Cost of inventories consumed		(9,231)	(5,693)
Gross profit		20,583	12,741
Other income and other gains and losses		(4,290)	4,539
Staff costs		(12,440)	(9,251)
Lease rentals		(4,096)	(1,455)
Depreciation		(2,437)	(5,165)
Building management fees and rates		(2,581)	(2,515)
Utilities and cleaning expenses		(2,259)	(1,755)
Other operating expenses		(3,580)	(2,888)
Loss from operations		(11,100)	(5,749)
Finance costs		(915)	(1,904)
Loss before tax		(12,015)	(7,653)
Income tax expense	6	(245)	–
Loss for the period attributable to owners of the Company	7	(12,260)	(7,653)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For the six months ended 30 September 2021

		Six months ended 30 September	
	Note	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Other comprehensive income:			
<i>Items that will not be reclassified to profit or loss:</i>			
Fair value changes of equity investments at fair value through other comprehensive income ("FVTOCI")		(184)	(254)
Disposal of equity instruments at FVTOCI		–	(1)
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translating foreign operations		164	2,217
Other comprehensive income for the period, net of tax		(20)	1,962
Total comprehensive income for the period attributable to owners of the Company		(12,280)	(5,691)
Loss per share	9		
– Basic (HK\$ cents)		(0.63)	(0.39)
– Diluted (HK\$ cents)		N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

	Note	As at 30 September 2021 HK\$'000 (Unaudited)	As at 31 March 2021 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	10	125	2,545
Right-of-use assets	11	13,284	1,796
Property rental deposits		1,200	–
Total non-current assets		14,609	4,341
Current assets			
Inventories		655	948
Capitalised contract costs		66,826	45,807
Trade and other receivables	12	4,383	3,288
Property rental deposits		4,199	4,071
Equity instruments as at FVTOCI	13	1,071	1,256
Pledged bank deposits		418	417
Bank and cash balances		11,810	21,467
Total current assets		89,362	77,254
TOTAL ASSETS		103,971	81,595
EQUITY			
Share capital	14	194,631	194,631
Reserves		(158,445)	(146,165)
Total equity		36,186	48,466

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

As at 30 September 2021

	Note	As at 30 September 2021 HK\$'000 (Unaudited)	As at 31 March 2021 HK\$'000 (Audited)
Non-current liabilities			
Lease liabilities		11,521	–
Total non-current liabilities		11,521	–
Current liabilities			
Trade and other payables	15	11,242	12,452
Loan from the ultimate parent		43,889	20,112
Lease liabilities		1,133	565
Total current liabilities		56,264	33,129
TOTAL EQUITY AND LIABILITIES		103,971	81,595
Net current assets		33,098	44,125
Total assets less current liabilities		47,707	48,466

Approved by the Board of Directors on 26 November 2021:

Cheng Hop Fai
 Director

Cheng Pak Man, Anita
 Director

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2021

	Unaudited Attributable to owners of the Company							
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Investment revaluation reserve HK\$'000	Share options reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2020 (audited)	194,631	88,794	84,123	(80)	2,906	(1,125)	(313,097)	56,152
Total comprehensive income for the period	-	-	-	-	-	-	(7,653)	(7,653)
Change in fair value of equity instruments at FVTOCI	-	-	-	(254)	-	-	-	(254)
Foreign exchange differences arising on translation	-	-	-	-	-	2,217	-	2,217
Disposal of equity instruments at FVTOCI	-	-	-	(1)	-	-	1	-
Changes in equity for the period	-	-	-	(255)	-	2,217	(7,652)	(5,690)
At 30 September 2020 (unaudited)	194,631	88,794	84,123	(335)	2,906	1,092	(320,749)	50,462
At 1 April 2021 (audited)	194,631	88,794	84,123	(42)	2,906	(89)	(321,857)	48,466
Total comprehensive income for the period	-	-	-	-	-	-	(12,260)	(12,260)
Change in fair value of equity instruments at FVTOCI	-	-	-	(184)	-	-	-	(184)
Foreign exchange differences arising on translation	-	-	-	-	-	164	-	164
Transfer upon lapse of share options	-	-	-	-	(186)	-	186	-
Changes in equity for the period	-	-	-	(184)	(186)	164	(12,074)	(12,280)
At 30 September 2021 (unaudited)	194,631	88,794	84,123	(226)	2,720	75	(333,931)	36,186

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the six months ended 30 September 2021

	Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Net cash used in operating activities	(32,323)	(11,973)
Purchases of property, plant and equipment	–	(47)
Proceeds from disposal of equity instruments at FVTOCI	–	1
Placement of pledged bank deposits	(1)	(1)
Interest and dividend received	68	382
Net cash generated from investing activities	67	335
Loan raised from the ultimate parent	23,000	–
Principal elements of lease payment	(565)	(3,515)
Net cash generated from/(used in) financing activities	22,435	(3,515)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(9,821)	(15,153)
Effect of foreign exchange rate changes	164	2,217
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	21,467	56,836
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	11,810	43,900
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	11,810	3,838
Short-term bank deposits with original maturity within three months	–	40,062
	11,810	43,900

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2021

1. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

These condensed consolidated financial statements should be read in conjunction with the 2020/21 annual financial statements. The accounting policies (including the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual financial statements for the year ended 31 March 2021.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The accounting policies applied in these financial statements are the same as those applied in the Group’s consolidated financial statements as at and for the year ended 31 March 2021. In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2021 but they do not have a material effect on the Group’s financial statements.

A number of new standards and amendments to standards are effective for annual periods beginning after 1 April 2021 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing these condensed consolidated interim financial statements.

3. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group’s financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

3. FAIR VALUE MEASUREMENTS *(Continued)*

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer. During the six months ended 30 September 2021 and 2020, there was no transfer between Level 1, Level 2 and Level 3.

The following table shows the carrying amounts and fair value of financial assets, including their levels in the fair value hierarchy. It does not include fair value information for financial assets not measured at fair value if the carrying amount is a reasonable approximation of fair value. Further, for the current period the fair value disclosure of lease liabilities is also not required.

Disclosures of level in fair value hierarchy at 30 September 2021:

Description	Fair value measurements as at 30 September 2021 (unaudited) Level 1 HK\$'000
Recurring fair value measurements:	
Equity instruments at FVTOCI	
– Listed equity securities	1,071
	<hr/> <hr/>
	Fair value measurements as at 31 March 2021 (audited) Level 1 HK\$'000
Recurring fair value measurements:	
Equity instruments at FVTOCI	
– Listed equity securities	1,256
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4. SEGMENT INFORMATION

The Group has two operating segments for the six months ended 30 September 2021 as follows:

Restaurant operation – Operation of Chinese restaurants in Hong Kong

Property development – Property development in Australia

Information about reportable segment profit or loss:

	Restaurant operation in Hong Kong <i>HK\$'000</i> (Unaudited)	Property development in Australia <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Six months ended 30 September 2021			
Revenue from external customers	29,814	–	29,814
Segment loss	<u>(7,618)</u>	<u>(3,881)</u>	<u>(11,499)</u>

Six months ended 30 September 2020

Revenue from external customers	18,434	–	18,434
Segment loss	<u>(6,192)</u>	<u>(57)</u>	<u>(6,249)</u>

Six months ended 30 September

	2021 <i>HK\$'000</i> (Unaudited)	2020 <i>HK\$'000</i> (Unaudited)
Reconciliations of segment profit or loss:		
Total profit or loss of reportable segments	(11,499)	(6,249)
Interest income	132	486
Finance costs	(915)	(1,904)
Unallocated corporate income	68	60
Unallocated corporate expenses	<u>(46)</u>	<u>(46)</u>
Consolidated loss for the period	<u>(12,260)</u>	<u>(7,653)</u>

4. SEGMENT INFORMATION (Continued)

Information about reportable segment assets and liabilities:

As at 30 September 2021

	Restaurant operation in Hong Kong HK\$'000 (Unaudited)	Property development in Australia HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment assets	24,023	67,720	91,743
Unallocated assets			12,228
Consolidated total			<u>103,971</u>
Segment liabilities	23,756	44,014	67,770
Unallocated liabilities			15
Consolidated total			<u>67,785</u>

As at 31 March 2021

	Restaurant operation in Hong Kong HK\$'000 (Audited)	Property development in Australia HK\$'000 (Audited)	Total HK\$'000 (Audited)
Segment assets	11,992	47,719	59,711
Unallocated assets			21,884
Consolidated total			<u>81,595</u>
Segment liabilities	29,824	3,210	33,034
Unallocated liabilities			95
Consolidated total			<u>33,129</u>

5. REVENUE

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(i) Operation of Chinese restaurants

Revenue of the Group arising from operation of Chinese restaurants is generally recognised at a point in time when food and beverages are served to the customers.

(ii) Property development

The Group develops residential properties in Australia. Revenue is recognised at the point in time when control over the property has been transferred to the customer. The costs of fulfilling the contract with the customer are capitalised only if all of the following criteria are met:

- (a) the costs related directly to the contract;
- (b) the costs generate or enhance resources that will be used in satisfying the Group's performance obligation under the contract; and
- (c) the costs are expected to be recovered.

In the following table, revenue is disaggregated by primary geographical market and timing of revenue recognition.

	Six months ended 30 September (unaudited)					
	Restaurant operation		Property development		Total	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
By geographical market						
Hong Kong	29,814	18,434	-	-	29,814	18,434
Australia	-	-	-	-	-	-
	<u>29,814</u>	<u>18,434</u>	<u>-</u>	<u>-</u>	<u>29,814</u>	<u>18,434</u>
By timing of recognition						
Transferred at a point in time	<u>29,814</u>	<u>18,434</u>	<u>-</u>	<u>-</u>	<u>29,814</u>	<u>18,434</u>

5. REVENUE *(Continued)*

The following table provides information about receivables from contracts with customers:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Receivables, which included in "trade and other receivables"	102	87

6. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made in the condensed consolidated financial statements as the Group did not have assessable profit for both periods.

The Group's subsidiary incorporated in Australia is subject to Australian income tax rate of 25% (six months ended 30 September 2020: 26%).

7. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging/(crediting) the following:

	Six months ended 30 September 2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Cost of inventories consumed	9,231	5,693
Depreciation		
– property, plant and equipment	415	422
– right-of-use assets	2,022	4,743
	2,437	5,165
Lease rentals	4,096	1,455
Finance costs		
– interest on lease liabilities	138	1,904
– interest on loan from the ultimate parent	777	–
	915	1,904
Net exchange losses/(gains)	3,585	(325)
Loss on disposal of property, plant and equipment	2,005	–
Government subsidies	(1,100)	(3,653)

8. DIVIDENDS

The directors do not recommend the payment of an interim dividend (six months ended 30 September 2020: HK\$ Nil).

9. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the following:

	Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Loss		
Loss attributable to owners of the Company	<u>12,260</u>	<u>7,653</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (Note)	<u>1,946,314,108</u>	<u>1,946,314,108</u>

Note:

There was no dilutive potential ordinary share for the Company's share option for the six months ended 30 September 2020 and 2021.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2021, the Group disposed with net book value approximately HK\$2,005,000 (six months ended 30 September 2020: HK\$Nil) mainly on fittings, furniture and restaurant equipment for the restaurant operations.

11. RIGHT-OF-USE ASSETS

During the six months ended 30 September 2021, the Group entered into a new lease agreement for leasing properties for a fixed period of 5 years. The Group makes fixed payments and additional variable payments depending on the turnover during the contract period. On lease commencement, the Group recognised approximately HK\$12,570,000 of right-of-use asset and lease liability.

12. TRADE AND OTHER RECEIVABLES

The ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
0 to 60 days	<u>102</u>	<u>87</u>

13. EQUITY INSTRUMENTS AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Listed equity securities in Hong Kong	<u>1,071</u>	<u>1,256</u>

All of the equity instruments as at FVTOCI are denominated in HK\$.

14. SHARE CAPITAL

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Authorised: 5,000,000,000 ordinary shares of HK\$0.1 each	<u>500,000</u>	<u>500,000</u>
Issued and fully paid: 1,946,314,108 ordinary shares of HK\$0.1 each	<u>194,631</u>	<u>194,631</u>

15. TRADE AND OTHER PAYABLES

The ageing analysis of trade payables, based on the date of invoice, is as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
0 to 60 days	<u>3,274</u>	<u>2,286</u>
More than 60 days	<u>68</u>	<u>105</u>
	<u>3,342</u>	<u>2,391</u>

16. SHARE OPTION SCHEMES

The Company adopted a share option scheme on 10 May 2010 (the “**2010 Scheme**”) which expired on 8 May 2020. By shareholders’ resolutions passed at the annual general meeting held on 3 August 2020, the Company adopted a new share option scheme (the “**2020 Scheme**”, and, together with the 2010 Scheme, the “**Schemes**”). No further share options may be offered under the 2010 Scheme. However, any outstanding share options granted under the 2010 Scheme shall continue to be exercisable subject to the rules of the 2010 Scheme and the provisions of Chapter 17 of the Listing Rules. Unless terminated earlier in accordance with the rules of the 2020 Scheme, the 2020 Scheme shall be valid and effective until 3 August 2030.

Details of movements in the share options granted under the Schemes during the current interim period are set out below:

Participants	Date of grant	Exercisable period	Exercise price per share HK\$	Outstanding	Lapsed/	Outstanding	Lapsed/	Outstanding
				as at 1 April 2020	expired during the year	as at 1 April 2021	expired during the period	as at 30 September 2021
Directors	23 October 2017	23 October 2017 to 22 October 2025	0.177	28,000,000	–	28,000,000	(2,000,000)	26,000,000
Consultant	23 October 2017	23 October 2017 to 22 October 2025	0.177	2,000,000	–	2,000,000	–	2,000,000
Exercisable at the end of the year/period				<u>30,000,000</u>		<u>30,000,000</u>		<u>28,000,000</u>

No share options were granted to, or exercised during the current interim period (six months ended 30 September 2020: Nil).

2,000,000 share options were lapsed during the six months ended 30 September 2021 (six months ended 30 September 2020: Nil).

Note: The total estimated fair value at the date of grant of the share options on 23 October 2017 was HK\$2,906,000. 30% of total number of the share options were vested immediately on the date of grant, 23 October 2017. 30% of total number of the share options were vested on 23 October 2018 and the remaining 40% were vested on 23 October 2019. The closing price of the Company’s share immediately before the date of grant was HK\$0.177.

17. RELATED PARTY TRANSACTIONS

- (a) The Group leased certain properties for its restaurant operations from Homley Development Limited (“**Homley**”). Rentals charged by Homley during the current interim period amounted to HK\$1,440,000 (six months ended 30 September 2020: HK\$1,620,000). At 30 September 2021, rental deposit paid to Homley of HK\$1,080,000 was included in current property rental deposits (31 March 2021: HK\$1,080,000). At 30 September 2021, no accrued rental was payable to Homley (31 March 2021: HK\$20,000). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Homley.

- (b) The Group leased a unit of residential building from Hover City Industrial Limited (“**Hover City**”). Rental charged by Hover City during the current interim period amounted to HK\$450,000 (six months ended 30 September 2020: HK\$450,000). At 30 September 2021, rental deposit paid to Hover City of HK\$150,000 was included in current property rental deposits (at 31 March 2021: HK\$150,000). At 30 September 2021, no accrued rental was payable to Hover City (31 March 2021: HK\$Nil). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Hover City.

- (c) The Group leased an office from Sky Global Investments Limited (“**Sky Global**”). Rentals charged by Sky Global during the current interim period amounted to HK\$600,000 (six months ended 30 September 2020: HK\$600,000). At 30 September 2021, rental deposit paid to Sky Global of approximately HK\$240,000 was included in current property rental deposits (at 31 March 2021: HK\$240,000). At 30 September 2021, no accrued rental was payable to Sky Global (31 March 2021: HK\$Nil). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Sky Global.

17. RELATED PARTY TRANSACTIONS *(Continued)*

- (d) During the current interim period, the Group has entered into transactions with Hung Yick Metal Company Limited (“**Hung Yick**”). Sales to Hung Yick during the period amounted to approximately HK\$247,000 (Six months ended 30 September 2020: HK\$189,000). At 30 September 2021, approximately HK\$5,000 were receivables from Hung Yick (31 March 2021: HK\$Nil).

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Hung Yick.

- (e) On 31 October 2019, the Group entered into a loan agreement with Hover City for a loan facility to the extent of HK\$15,000,000 offered to the Group by Hover City. The sum drawn down by the Group will bear interest at 2.5% over the best lending rate quoted by a bank in Hong Kong. On 29 January 2021, the loan agreement was terminated with no outstanding balances.
- (f) On 1 February 2021, the Group entered into a loan agreement with Kong Fai International Limited (“**Kong Fai**”), for a loan facility to the extent of HK\$40,000,000 offered to the Group by Kong Fai and further extent to HK\$50,000,000 on 1 September 2021. The sum drawn down by the Group will bear interest at 5% per annum. At 30 September 2021, unused facility amounted to HK\$7,000,000 (at 31 March 2021: HK\$20,000,000). Interest charged by Kong Fai during the current interim period amounted to approximately HK\$777,000 (six months ended 30 September 2020: HK\$Nil). At 30 September 2021 and 31 March 2021, approximately HK\$43,889,000 and HK\$20,112,000 were payables to Kong Fai respectively.
- (g) The remuneration of directors, which are key management personnel during the period was as follows:

	30 September 2021 HK\$'000 (Unaudited)	30 September 2020 HK\$'000 (Unaudited)
Salaries and other benefits	1,350	1,310
Retirement benefits cost	27	27
	<u>1,377</u>	<u>1,337</u>

18. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 30 September 2021 (As at 31 March 2021: HK\$ Nil).

19. CAPITAL COMMITMENTS

	30 September 2021 HK\$'000 (unaudited)	31 March 2021 HK\$'000 (audited)
Contracted but not provided for:		
Acquisition of property, plant and equipment	4,895	–

20. EVENTS AFTER THE REPORTING PERIOD

On 12 October 2021, the Occupation Certificate in relation to the property development project in Australia was issued. GV Australia Pty Ltd requested a payment for development management fees of AUD12.88 million accordingly, AUD7.35 million was received in October 2021 and the remaining AUD5.53 million will be received by end of November. The loan and interest due to Kong Fai International Limited, which amounted to approximately HK\$44.1 million as of 29 October 2021 was fully repaid on the same day.

21. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated interim financial statements were approved and authorised for issue by the Board of Directors on 26 November 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Results

For the six months ended 30 September 2021, the Group recorded a consolidated revenue of approximately HK\$29.8 million, an increase of 61.7% compared to the last corresponding period's revenue of approximately HK\$18.4 million. The net loss for the period under review amounted to approximately HK\$12.3 million compared to the net loss of approximately HK\$7.7 million in the last corresponding period.

The year-on-year decrease in other income by approximately HK\$2.5 million was mainly due to the different amount of subsidies granted by the Hong Kong Government (“**HK Govt**”) under the Anti-epidemic Fund relief schemes in both periods. The Group recognised HK\$1.1 million from the Catering Business (Social Distancing) Subsidy Scheme for its restaurant operation for the period under review. In the last corresponding period, approximately HK\$3.3 million was recognised under the Catering Business (Social Distancing) Subsidy Scheme and approximately HK\$0.3 million was recognised under the Employment Support Scheme.

The revaluation of the intercompany loan denominated in Australian dollars for the property development operation resulted in an exchange loss of approximately HK\$3.6 million for the period under review and an exchange gain of approximately HK\$0.3 million in the last corresponding period.

The Group's net loss position would improve by approximately HK\$1.8 million compared to the last corresponding period if excluding the foreign exchange fluctuation and the positive impact from the HK Govt's subsidies in both periods. The positive impacts from the increase in revenue of approximately HK\$11.4 million and profit margin of approximately HK\$7.9 million were partially offset by the increase in staff costs by approximately HK\$3.2 million; approximately HK\$2.0 million loss from the disposal of fixed assets and approximately HK\$0.8 million interest on loan from the ultimate parent.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Financial Results *(Continued)*

The adoption of HKFRS 16 resulted in the depreciation of right-of-use assets of approximately HK\$2.0 million (2020: HK\$4.7 million) and finance costs of approximately HK\$0.1 million (2020: HK\$1.9 million) for the period under review. The year-on-year decrease in these line items was mainly due to the renewal of restaurant and office leases which were exempted from the application of HKFRS 16 as well as the lease modifications due to rental concessions. The related rental expenditure for the new leases of approximately HK\$4.1 million (2020: HK\$1.5 million) were booked under the lease rentals line.

Review of Operations

Restaurant Operation in Hong Kong

The Group is mainly engaged in the operation of Chinese restaurants in Hong Kong which specialise in Chiu Chow cuisine. Revenue from the restaurant operation amounted to approximately HK\$29.8 million for the period under review, recording a significant increase of approximately HK\$11.4 million from the last corresponding period.

During the last corresponding period, the food and beverage industry in Hong Kong had been hit hard by the outbreak of the COVID-19 pandemic and the various social distancing and quarantine measures imposed by the HK Govt. The operations and financial results of the Group's restaurants were severely impacted. On 29 April 2021, while the fourth wave of the epidemic carried on from November 2020 was eventually under control, the HK Govt started to relax the social distancing measures with the "vaccine bubble" as the basis, meaning the number of customers per table and the operating hours for restaurants would be based on staff and customers having been vaccinated against COVID-19 and patrons using the LeaveHomeSafe mobile application. Accordingly, the restaurant business improved gradually in line with the progressive relaxation of the social distancing measures. In addition, the introduction of local tours as well as the launching of the HK\$36 billion Consumption Voucher Scheme by the HK Govt had brought a positive impact on the performance of our restaurants, which marked a 20% increment in revenue from the second quarter to the third quarter of 2021.

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Review of Operations (Continued)

Restaurant Operation in Hong Kong (Continued)

The Group suspended its restaurant operation at the Cheung Sha Wan Plaza following the expiration of lease on 30 September 2021. The Group is currently in negotiation with the landlord on a new lease at the same location.

On 28 July 2021, the Group announced the plan of a new branch at Yue Man Square, Kwun Tong under the trade name “Kwun Tong City Chiu Chow Restaurant”. The entering into the Offer to Lease for a fixed term of five years from 1 September 2021 would be regarded as an acquisition of asset by the Group under the Listing Rules. Pursuant to HKFRS 16, the right-of-use asset recognised by the Group under the Offer to Lease amounted to approximately HK\$12.6 million at the commencement of the lease term. The restaurant is undergoing renovation and is scheduled to open in December 2021.

Property Development in Australia

On 18 October 2019, GV Australia Pty Ltd (a wholly-owned subsidiary of the Company) entered into an agreement with a connected party in relation to the development and construction of a low-rise apartment block on the land comprising 26 apartments and certain communal facilities situated in Camden, Sydney, New South Wales, Australia. The transaction was approved by the shareholders of the Company at the special general meeting held on 29 November 2019.

The construction commenced following the appointment of HT Building Pty Ltd as the main contractor in March 2020. Rider Lovett Bucknall RLB Sydney, a reputable quantity surveyor firm, had been appointed as the certified quantity surveyor for the project. A local project team was set up to oversee and monitor the construction progress. As of 30 September 2021, the Group had capitalised contract costs for the project amounted to approximately A\$11.5 million. Following the issue of the occupation certificate for the apartment block in October 2021, the Group would receive development management fees of approximately A\$12.9 million accordingly.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Liquidity and Financial Resources

The Group's cash and bank balances (including pledged bank deposits) amounted to approximately HK\$12.2 million as at 30 September 2021. As the Group had no bank borrowings, the Group's gearing ratio was zero (defined as total bank borrowings divided by total assets) as at 30 September 2021 and 31 March 2021.

The Group has obtained loan facility on 1 February 2021 of HK\$40 million from its ultimate parent, Kong Fai International Limited, which bears interest at a rate of 5% per annum. The loan facility was extended to HK\$50 million on 1 September 2021. As at 30 September 2021, the sum drawn down by the Group was HK\$43 million (31 March 2021: HK\$20 million), with accrued interests of approximately HK\$0.9 million (31 March 2021: HK\$0.1 million). The loans are repayable in one lump sum (including accrued interests) by 31 December 2021.

With the cash generated from the Group's operations in its ordinary course of business and the existing unutilised banking and other credit facilities, the directors of the Company (the "**Directors**") consider that the Group has sufficient working capital for its operations.

Foreign Exchange Exposure

Most of the Group's sales, purchases, cash and bank balances from the restaurant operation are denominated in Hong Kong dollars. The Group is exposed to foreign currency risk primarily through the intercompany loans from the property development operation which are denominated in Australian dollars as well as certain bank deposits which are denominated in Australian dollars, United States dollars and Renminbi. The management would closely monitor such risk and would consider hedging significant foreign currency exposure should the need arise.

Contingent Liabilities

As at 30 September 2021, the Group did not have any significant contingent liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Employees and Remuneration Policies

As at 30 September 2021, the Group had approximately 100 staff. Review of the employees' remuneration packages is normally conducted annually and as required from time to time. The salary and benefit levels of the Group's employees are competitive and individual performance is rewarded through the Group's bonus scheme. Other benefits including medical coverage and mandatory provident fund scheme are also provided to employees.

Interim Dividend

The Board of the Company has resolved not to declare any interim dividend for the six months ended 30 September 2021 (for the six months ended 30 September 2020: Nil).

PROSPECTS

The restaurant business will continue to serve as our core operation. However, the operating environment for the Group's restaurant operation still remains challenging. The Group has to monitor the dynamic COVID-19 situation closely and adapt to the ever-changing health, social, political and economic climate. The Group concurrently has to review and revise its business strategies on a timely basis with the aim to better position itself to meet the challenges ahead and to capitalise any future acquisition and strategic investment opportunities as they arise. For the restaurant business, the Group's strategy is to concentrate on operating medium-sized restaurants while achieving efficient risk management. It will also adopt a more cautious approach in future expansion plan as well as in committing further capital expenditure. The diversification into the property development industry in Australia will provide the Group an ample opportunity to acquire an additional source of income and a positive return to the Group and its shareholders.

OTHER INFORMATION

SHARE OPTIONS

The Company adopted a share option scheme on 10 May 2010 (the “**2010 Scheme**”) which expired on 8 May 2020. By shareholders’ resolution passed at the annual general meeting held on 3 August 2020, the Company adopted a new share option scheme (the “**2020 Scheme**”, and, together with the 2010 Scheme, the “**Schemes**”). No further share options may be offered under the 2010 Scheme. However, any outstanding share options granted under the 2010 Scheme shall continue to be exercisable subject to the rules of the 2010 Scheme and the provisions of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”). Unless terminated earlier in accordance with the rules of the 2020 Scheme, the 2020 Scheme shall be valid and effective until 3 August 2030.

The Board of the Company may offer an option to any eligible participant whom the Board of the Company may in its absolute discretion select and subject to such conditions (including, without limitation, any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before an option can be exercised) as it may think fit. An eligible participant means any full-time or part-time employees, chief executives, officers or Directors (including independent non-executive Directors) of the Group, substantial shareholders (the “**Substantial Shareholders**”) and any professional advisers, consultants, suppliers, customers and distributors who, in the sole opinion of the Board of the Company, will contribute or have contributed to the business affairs, development and growth of Group.

The Board of the Company considers that, in addition to the employees, chief executives, officers and Directors of the Group, it is appropriate for the eligibility for participation in the 2020 Scheme to also be extended to persons who will contribute or have contributed to the business affairs, development and growth of the Group. This is consistent with the purpose of the 2020 Scheme, given that the long-term growth and development of the Group requires the collaborative contribution of and depends on the development of sustainable relationships with the employees and directors of the Group as well as persons who play a vital role in the business of the Group, including Substantial Shareholders, professional advisers, consultants, suppliers, customers and distributors of the Group.

SHARE OPTIONS (Continued)

As at 30 September 2021, the Company had 28,000,000 (2020: 30,000,000) share options outstanding under the Schemes, which represented approximately 1.4% of the shares of the Company in issue at that date. A summary of the share options movement is set out below:

Option holders	Date of grant	Exercisable period	Number of share options			
			Exercise price per share HK\$	Outstanding as at 1.4.2021	Lapsed during the period	Outstanding as at 30.9.2021
Cheng Hop Fai	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	6,000,000	–	6,000,000
Cheng Pak Ming, Judy	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	6,000,000	–	6,000,000
Cheng Pak Man, Anita	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	6,000,000	–	6,000,000
Cheng Pak Lai, Lily	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	6,000,000	–	6,000,000
Leung Tai Chiu	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	2,000,000	(2,000,000)	0
Law Toe Ming	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	2,000,000	–	2,000,000
Mark Yiu Tong, William	23.10.2017	23.10.2017 – 22.10.2025	0.177 ⁽¹⁾	2,000,000	–	2,000,000
				<u>30,000,000</u>	<u>(2,000,000)</u>	<u>28,000,000</u>

Note:

- ⁽¹⁾ The total estimated fair value at the date of grant of the share options on 23 October 2017 was HK\$2,906,000. 30% of total number of the share options were vested immediately on the date of grant, 23 October 2017. 30% of total number of the share options were vested on 23 October 2018 and the remaining 40% were vested on 23 October 2019. The closing price of the Company's share immediately before the date of grant was HK\$0.177.

CHANGES IN INFORMATION IN RESPECT OF DIRECTORS

During the six months ended 30 September 2021 and up to the date of this report, there were changes in the Directors' information as follows:

1. Mr. Leung Tai Chiu resigned as an independent non-executive Director on 23 June 2021 and ceased to be the chairman and a member of the Company's audit committee and a member of the Company's remuneration committee.
2. Mr. Hung Chi Yuen, Andrew was appointed as the chairman of the Company's audit committee with effect from 23 June 2021.

CHANGES IN INFORMATION IN RESPECT OF DIRECTORS *(Continued)*

- Mr. Yuen Shiu Cheong, Johnny was appointed as an independent non-executive Director and a member of the Company's remuneration committee and audit committee with effect from 23 June 2021.
- Ms. Cheng Pak Man Anita was appointed as a director of Honcert Development Limited, a subsidiary of the Company with effect from 18 August 2021.

Other than the above disclosures, there is no other information required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the interests of the Directors and the chief executive and their associates in the shares, underlying shares or debentures of the Company or any associated corporations which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "**SFO**"); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of director	Capacity and nature of interest		Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
Cheng Hop Fai	Beneficial owner		6,900,000	0.35%
	Beneficiary of trusts	(note 1)	1,450,037,841	74.50%
Cheng Pak Ming, Judy	Beneficiary of trusts	(note 1)	1,450,037,841	74.50%
Cheng Pak Man, Anita	Beneficiary of trusts	(note 1)	1,450,037,841	74.50%
Cheng Pak Lai, Lily	Beneficiary of trusts	(note 1)	1,450,037,841	74.50%
Law Toe Ming	Interest of controlled corporation	(note 2)	2,000,000	0.10%

Notes:

- Golden Toy Investments Limited ("**Golden Toy**") and Kong Fai International Limited ("**Kong Fai**") held 172,869,780 shares (or 8.88% interest) and 1,277,168,061 shares (or 65.62% interest) of the Company, respectively. Golden Toy and Kong Fai are wholly-owned by two discretionary trusts of which family members of Mr. Cheng Hop Fai, including Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily are discretionary objects.
- Mr. Law Toe Ming is deemed to be interested in the 2,000,000 shares held by Jubilee Trade Holdings Limited ("**Jubilee**") by virtue of his interest in Jubilee.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(Continued)*

Save as disclosed above and in the section titled "Share Options", as at 30 September 2021, none of the Directors and the chief executive of the Company was, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations which (a) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or (b) which were required to be entered into the register referred to therein pursuant to Section 352 of the SFO, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above, as at 30 September 2021, the register of Substantial Shareholders maintained by the Company pursuant to Section 336 of the SFO indicated that the following persons had notified the Company of interests or short positions in the issued share capital of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity and nature of interest	Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
Golden Toy	Beneficial owner	172,869,780 ^(a)	8.88%
Kong Fai	Beneficial owner	1,277,168,061 ^(a)	65.62%
Alpadis Trust (HK) Limited	Trustee of trusts	1,450,037,841 ^(a)	74.50%
Alpadis Group Holding AG	Interest of controlled corporation	1,450,037,841 ^(b)	74.50%
Alain Esseiva	Interest of controlled corporation	1,450,037,841 ^(c)	74.50%

SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

- (a) Alpadis Trust (HK) Limited is deemed under the SFO to have an interest in the same 1,450,037,841 shares, in aggregate, beneficially owned by Golden Toy and Kong Fai by virtue of it being the trustee of the two discretionary trusts which own 100% of the shares of Golden Toy and Kong Fai.
- (b) The corporate substantial shareholder notice filed by Alpadis Group Holding SA (now known as Alpadis Group Holding AG) indicated that it is deemed to be interested in 1,450,037,841 shares under the SFO by virtue of its interest held in Alpadis Trust (HK) Limited.
- (c) The individual substantial shareholder notice filed by Alain Esseiva indicated that he is deemed to be interested in 1,450,037,841 shares under the SFO by virtue of his interests held in Alpadis Group Holding AG.

Save as disclosed above, the Directors are not aware of any other persons who, as at 30 September 2021, had any interests or short positions in the shares or underlying shares of the Company that were required to be entered into the register kept by the Company pursuant to Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the six months ended 30 September 2021.

CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the “**Code**”) contained in Appendix 14 to the Listing Rules as its own corporate governance code. The Company has complied with the code provisions set out in the Code throughout the six months ended 30 September 2021 except for code provision A.2.1 in respect of the role separation of the chairman and the chief executive; code provision A.4.1 in respect of the service term of non-executive Directors (“**NEDs**”); and code provision D.1.4 in respect of the letters of appointment for Directors.

CORPORATE GOVERNANCE CODE *(Continued)*

Code provision A.2.1 sets out that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Currently, Mr. Cheng Hop Fai assumes the role of both the chairman and the managing Director (equivalent to the role of a chief executive) of the Company. The Board of the Company considers that such arrangement will not result in undue concentration of power and is, at this stage, conducive to the efficient formulation and implementation of the Group's strategies thus allowing the Group to develop its business more effectively.

Code provision A.4.1 stipulates that NEDs should be appointed for a specific term, subject to re-election. The independent non-executive Directors ("INEDs") are not appointed for a specific term. This constitutes a deviation from the code provision A.4.1. However, as all the INEDs are subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Company's Bye-laws, in the opinion of the Directors, this meets the objective of the code provision A.4.1.

Code provision D.1.4 sets out that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for certain Directors. All of the Directors are, however, required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. In the opinion of the Directors, this meets the objective of the code provision D.1.4.

AUDIT COMMITTEE

The audit committee comprises the three INEDs, namely, Mr. Hung Chi Yuen, Andrew as the chairman, Mr. Law Toe Ming and Mr. Yuen Shiu Cheong, Johnny (appointed on 23 June 2021) as members. Mr. Leung Tai Chiu ceased to be the chairman following his resignation as an INED on 23 June 2021. The terms of reference of the audit committee are consistent with the code provisions set out in the Code. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed with the Board of the Company the internal control and financial reporting matters including the unaudited interim financial statements for the six months ended 30 September 2021.

REMUNERATION COMMITTEE

Pursuant to rule 3.25 of the Listing Rules, the Company has established a remuneration committee comprising the three INEDs, namely, Mr. Law Toe Ming as the chairman, Mr. Hung Chi Yuen, Andrew and Mr. Yuen Shiu Cheong, Johnny (appointed on 23 June 2021) as members. Mr. Leung Tai Chiu ceased to be a member following his resignation as an INED on 23 June 2021. The terms of reference of the remuneration committee are consistent with the code provisions set out in the Code. The principal function of the remuneration committee is to make recommendation to the Board of the Company on the Group's policy and structure for the remuneration of Directors and senior management.

NOMINATION COMMITTEE

Pursuant to code provision A.5.1 set out in the Code, the Company has established a nomination committee comprising Mr. Cheng Hop Fai as the chairman and two INEDs, namely, Mr. Law Toe Ming and Mr. Hung Chi Yuen, Andrew as members. The terms of reference of the nomination committee are consistent with the code provisions set out in the Code. The principal function of the nomination committee is to review the structure, size, composition and diversity of the Board of the Company at least annually with reference to the business needs and development of the Company and make recommendations to the Board of the Company on any proposed changes to the Board of the Company to complement the Group's corporate strategy.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code contained in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Following specific enquiry by the Company, all the Directors confirmed that they have complied with the required standards as set out in the Model Code during the six months ended 30 September 2021.

By Order of the Board
Cheng Hop Fai
Chairman

Hong Kong, 26 November 2021