HK Asia Holdings Limited
港亞控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code :1723

ANNUAL REPORT
2022

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Siu Muk Lung *(Chairman)*
Mr. Chung Chi Fai

Non-executive Directors

Mr. Ritchie Ma
Mr. Lam Kin Lun Davie

Independent Non-executive Directors

Mr. Lee Kwan Ho, Vincent Marshall
Mr. Kwok Wai Leung, Stanley
Mr. Fok Kam Chau
Mr. Shiao Hei Lok Herod

AUDIT COMMITTEE

Mr. Fok Kam Chau *(Chairman)*
Mr. Lam Kin Lun Davie
Mr. Kwok Wai Leung, Stanley
Mr. Shiao Hei Lok Herod

REMUNERATION COMMITTEE

Mr. Shiao Hei Lok Herod *(Chairman)*
Mr. Ritchie Ma
Mr. Kwok Wai Leung, Stanley
Mr. Fok Kam Chau

NOMINATION COMMITTEE

Mr. Siu Muk Lung *(Chairman)*
Mr. Lee Kwan Ho, Vincent Marshall
Mr. Kwok Wai Leung, Stanley
Mr. Shiao Hei Lok Herod
Mr. Fok Kam Chau

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Mr. Chung Chi Fai *(Chairman)*
Mr. Chan Him Alfred
Ms. Chau Pui Cheung

AUTHORISED REPRESENTATIVES

(for the purpose of the Listing Rules)
Mr. Siu Muk Lung
Mr. Chan Him Alfred

COMPANY SECRETARY

Mr. Chan Him Alfred

AUDITORS

HLB Hodgson Impey Cheng Limited

LEGAL ADVISOR TO THE COMPANY AS TO HONG KONG LAW

Sit, Fung, Kwong & Shum, Solicitors

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

24th Floor, Chun Wo Commercial Centre
23 Wing Wo Street, Sheung Wan
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
(new address with effect from 15 August 2022:
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong)

STOCK CODE

1723

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

COMPANY WEBSITE

www.hkasiaholdings.com

TO THE SHAREHOLDERS

On behalf of the board (the "**Board**") of directors (the "**Directors**") of HK Asia Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**"), I hereby present the annual report of the Company for the year ended 31 March 2022 (the "**Year**").

BUSINESS REVIEW

The Group conducts wholesale and retail sales of pre-paid products (i.e. SIM card and top-up voucher) (the "**Pre-paid Products**") in Hong Kong targeted at Indonesian and Filipino consumers and Pre-paid Products targeted at mobile users who demand for local and international phone call and/or mobile data services in Hong Kong and overseas ("**Other Users**"). The Group is a long-established and well-recognized distributor in the industry.

During the year ended 31 March 2022, the Group's revenue increased by approximately 34.6% to approximately HK$183.0 million compared to last year (2021: approximately HK$136.0 million) and the Group's profit for the year increased by approximately 80.6% to approximately HK$19.5 million compared to last year (2021: approximately HK$10.8 million). The increase in revenue was mainly attributable to the increase in sales to Other Users of approximately HK$34.4 million and the increase in sales to Indonesian and Filipino consumers of approximately HK$12.6 million. During the Year, the Group has obtained thirteen more Pre-paid Products sourced from suppliers for sales. As at 31 March 2022, the Group rented a total of six self-managed retail shops for selling Pre-paid Products in Hong Kong, including two in Central, one in Causeway Bay, one in Tsuen Wan, one in Yuen Long and one in Mong Kok.

OUTLOOK AND PROSPECT

The Group is seeking to expand its business and further increase its market share in the sectors of Pre-paid Products targeted at (i) Indonesian and Filipino consumers; and (ii) Other Users. The Group plans to increase the number of retailers in sales network, increase advertising and marketing activities, strengthen the Group's inventory management capability and other alternatives to cope with the potential impact of the COVID-19 outbreak including by negotiating to obtain more new products from suppliers for sales.

During the Year, the government has begun a new policy of registration of required information for SIM cards in Hong Kong. The Group has been working with suppliers for the logistics required to process the registration and fully comply with the new policy while providing an efficient and convenient service to the customers.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend my sincere gratitude to the Group's management and staff for their commitment and dedication throughout the year. I would also like to express my deep gratitude to all our business partners, customers, suppliers and the shareholders of the Company (the "**Shareholders**") for their continuous support. The growth of the Group would not be attained without the support and efforts from all the stakeholders. We shall continue to strive our best to develop and grow to maximise values for the Shareholders.

Siu Muk Lung
Chairman and Executive Director
Hong Kong, 30 June 2022

Management Discussion And Analysis

BUSINESS REVIEW

The Group principally conducts wholesale and retail sales of Pre-paid Products in Hong Kong. During the Year, the Group obtained thirteen more products sourced from the suppliers for sales, which included four Pre-paid Products with mobile data services in Hong Kong and the People's Republic of China (the "**PRC**") and nine Pre-paid Products with overseas mobile data services in various countries. Sales made by the Group during the year ended 31 March 2022 increased by 34.6% to approximately HK$183.0 million (2021: approximately HK$136.0 million). The increase in revenue was mainly attributable to the increase in sales to Other Users of approximately HK$34.4 million and the increase in sales to Indonesian and Filipino consumers of approximately HK$12.6 million. As at 31 March 2022, the Group rented a total of six self-managed retail shops for selling Pre-paid Products in Hong Kong, including two in Central, one in Causeway Bay, one in Tsuen Wan, one in Yuen Long and one in Mong Kok.

FINANCIAL REVIEW

Revenue

During the Year, the Group's revenue amounted to approximately HK$183.0 million which represented an increase of approximately 34.6% as compared to approximately HK$136.0 million for the year ended 31 March 2021. The increase in revenue was mainly attributable to the increase in sales to Other Users of approximately HK$34.4 million and the increase in sales to Indonesian and Filipino consumers of approximately HK$12.6 million.

Gross profit and gross profit margin

The Group's gross profit increased by approximately HK$13.5 million or 29.5% from approximately HK$45.7 million for the year ended 31 March 2021 to approximately HK$59.2 million for the year ended 31 March 2022. The increase in gross profit was due to the increase in revenue. The overall gross profit margin decreased from approximately 33.6% for the year ended 31 March 2021 to approximately 32.3% for the year ended 31 March 2022. The decrease in overall gross profit margin was primarily due to the increase in proportion of sales to Other Users which has a lower gross profit margin compared to that of sales to Indonesian and Filipino consumers.

Other revenue

During the Year, the Group's other revenue amounted to approximately HK$1.5 million, representing a decrease of approximately 65.9% as compared to approximately HK$4.4 million for the year ended 31 March 2021. The decrease in other revenue was due to the decrease in consignment income of approximately HK$0.3 million and the decrease in receipt of government subsidies of approximately HK$2.6 million.

Selling and distribution expenses

Selling and distribution expenses mainly comprised (i) depreciation of right-of-use assets; (ii) staff costs; (iii) advertising and promotion expenses; and (iv) other expenses. During the Year, selling and distribution expenses amounted to approximately HK$23.6 million (2021: approximately HK$21.8 million), representing an increase of approximately 8.3% as compared to the year ended 31 March 2021. The increase in selling and distribution expenses was mainly attributable to the increase in short-term leases expenses and depreciation of right-of-use assets of approximately HK$1.5 million and the increase in staff costs of approximately HK$0.5 million which is partly offset by the decrease in advertising and promotion expenses of approximately HK$0.2 million.

Administrative expenses

Administrative expenses mainly represented (i) staff costs; (ii) depreciation of right-of-use assets; and (iii) professional fees. For the year ended 31 March 2022, administrative expenses amounted to approximately HK$13.5 million (2021: approximately HK$15.5 million). Administrative expenses for the year represented a decrease of approximately 12.9% as compared with the year ended 31 March 2021 which was mainly attributable to the decrease in staff costs.

Finance cost

Finance cost comprised interest expenses on bank overdrafts and borrowings of approximately HK$0.1 million (2021: approximately: HK$0.2 million) and interest expenses on lease liabilities of approximately HK$0.2 million (2021: approximately: HK$0.3 million). The decrease in finance cost mainly due to the decrease in bank overdrafts and borrowings during the Year.

Taxation

During the Year, the income tax expenses amounted to approximately HK$3.8 million (2021: approximately HK$1.7 million) and the effective tax rate for the year ended 31 March 2022 was approximately 16.5% (2021: approximately 13.4%).

Profit for the Year

Profit attributable to owners of the Company for the Year was approximately HK$19.5 million, representing an increase of approximately 80.6% as compared with approximately HK$10.8 million for the year ended 31 March 2021 which was mainly attributed to the reasons mentioned above.

Inventories

The Group had inventories of approximately HK$96.7 million as at 31 March 2022, representing a decrease of approximately HK$22.2 million as compared to the inventories of approximately HK$118.9 million as at 31 March 2021. The decrease was mainly resulted from the decrease in purchases during the Year.

LIQUIDITY AND CAPITAL RESOURCES

Net current assets

The Group had net current assets of approximately HK$159.2 million as at 31 March 2022 (31 March 2021: approximately HK$137.7 million). The current ratio of the Group increased from approximately 5.1 times as at 31 March 2021 to approximately 18.3 times as at 31 March 2022. Such increase was mainly attributable to (i) the decrease in current assets of approximately HK$2.8 million which was mainly attributable to the decrease in inventories of approximately HK$22.2 million, the decrease in deposits, prepayments and other receivables of approximately HK$1.7 million and the decrease in amount due from a related company and tax recoverable of approximately HK$4.5 million which is partly offset by the increase in cash and cash equivalents of approximately HK$26.2 million; and (ii) the decrease in current liabilities of approximately HK$24.4 million which was mainly due to the decrease in bank overdrafts and bank loans of approximately HK$18.9 million and the decrease in accruals and other payables and lease liability of approximately HK$6.8 million which is partly offset by the increase in tax payable of approximately HK$1.1 million.

Borrowings

The Group's bank and other borrowings was nil as at 31 March 2022 (31 March 2021: approximately HK$18.9 million).

Gearing ratio

The Group's gearing ratio was nil as at 31 March 2022 (31 March 2021: approximately 12.9%) as it has no outstanding debts. The gearing ratio equals total amount of debts divided by total amount of equity and multiplied by 100%.

Share capital structure

As at 31 March 2022 and 31 March 2021, the Company's issued share capital was HK$4,000,000 and the number of issued shares of the Company was 400,000,000 ordinary shares of HK$0.01 each (the "**Shares**").

Foreign exchange exposure

Transactions of the Group are mainly denominated in HK$ and the Group is not exposed to any significant foreign exchange exposure. The Group had not used any financial instruments for hedging purposes and no hedging policy against foreign currency risk was maintained by the Group.

EMPLOYEES AND EMOLUMENTS POLICY

As at 31 March 2022, the Group had 46 employees (31 March 2021: 47 employees) with a total remuneration of approximately HK$15.7 million during the year ended 31 March 2022 (2021: approximately HK$17.4 million). The salaries of the employees were determined with reference to individual performance, work experience, qualification and current industry practices. Performance bonuses are offered to qualified employees based on individual and the Group's performance. The Group is dedicated to providing training programs for new employees and regular on-the-job trainings to employees to enhance their sales and marketing skills and know-how. The emoluments of the Directors are recommended by the Remuneration Committee of the Company, with reference to their respective contribution of time, effort and expertise on the Company's matters. The Company has also adopted a share option scheme to grant options to eligible participants as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.

PLEDGE OF ASSETS

As at 31 March 2022, the Group did not have any pledged assets (31 March 2021: nil).

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

During the year ended 31 March 2022, there was no material acquisition, disposal or significant investment by the Group (2021: nil).

USE OF PROCEEDS FROM SHARE OFFER

The business objectives and planned use of proceeds as stated in the prospectus dated 11 September 2018 published by the Company (the "**Prospectus**") were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus. The actual use of proceeds was based on the actual market development. The net proceeds from the Share Offer (as defined in the Prospectus) received by the Company, after deducting related underwriting fees and estimated expenses payable by the Company in connection with the Share Offer, were approximately HK$40.6 million. As disclosed in the Company's announcement dated 25 March 2021 (the "**Change in Use of Proceeds Announcement**"), having carefully considered the latest business environment and development needs of the Group, the Board had resolved to change the proposed use of the unutilised net proceeds in the amount of approximately HK$34.2 million originally allocated for (i) setting up of five retail shops; (ii) carrying out promotional and marketing activities; and (iii) implementing an enterprises resources planning system. Please refer to the Change in Use of Proceeds Announcement for details. The following table sets forth the status of the use of revised allocation of the net proceeds as at the date of the Change in Use of Proceeds Announcement and 31 March 2022:

Business objectives	Planned use of net proceeds as stated in the Prospectus *HK$' million* (approximately)	Actual use of net proceeds from 27 September 2018 (the "Listing Date") to the date of the Change in Use of Proceeds Announcement *HK$' million* (approximately)	Reallocation as stated in the Change in Use of Proceeds Announcement *HK$' million* (approximately)	Amount utilised after reallocation *HK$' million* (approximately)	Remaining balance as at 31 March 2022 *HK$' million* (approximately)
Setting up of five retail shops	27.0	1.6	(25.4)	–	–
Hiring additional sales personnel	1.6	1.6	–	–	–
Carrying out promotional and marketing activities	9.8	2.6	(7.2)	–	–
Implementing an enterprises resources planning system	1.9	0.3	(1.6)	–	–
For working capital and other general corporate purposes	0.3	0.3	–	–	–
Bulk purchases of Pre-paid Products from suppliers	–	–	34.2	34.2	–
Total	40.6	6.4	–	34.2	–

The net proceeds unutilised as at the date of the Change in Use of Proceeds Announcement have been fully utilised during the Year towards bulk purchases of Pre-paid Products from suppliers in accordance with the intention as disclosed in the Change in Use of Proceeds Announcement.

EVENT AFTER THE REPORTING PERIOD

There were no significant events after the reporting period up to the date of this report.

CAPITAL COMMITMENT

As at 31 March 2022, the Group did not have any capital commitments (31 March 2021: approximately HK$300,000) in respect of acquisition of property, plant and equipment.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND THEIR EXPECTED SOURCES OF FUNDING

Apart from strengthening the Group's current business and implementing the future plans as disclosed in the Prospectus, the Group will explore new business opportunities as and when appropriate, in order to enhance Shareholders' value.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 March 2022 (31 March 2021: nil).

Biographical Details of Directors and Senior Management

Executive Directors

Mr. Siu Muk Lung (蕭木龍先生) ("**Mr. Siu**"), aged 61, is the founder of the Group, the Chairman of the Board and the Nomination Committee of the Company, and an executive Director. He has been a director of Mobile Phone Direct Selling Centre Limited since December 1995. He is primarily responsible for leading and chairing meetings of the Board, supervising the operations of the Group, planning the business and marketing strategies and overseeing the management of the business of the Group. Mr. Siu was appointed as a Director on 5 May 2016 upon the incorporation of the Company and was redesignated as an executive Director on 27 August 2018. Mr. Siu serves the office of director in each of the subsidiaries of the Group. Mr. Siu attended secondary education in the PRC until 1978.

Since the founding of the Group, Mr. Siu has been working in the pre-paid SIM card and mobile phone industry during which period he worked/served as the director of various subsidiaries in the Group. With his background and experience in the pre-paid SIM card and mobile phone industry, Mr. Siu has been able to help the Group expand its market share in the industry, enabling the Group to become one of the market leaders. Mr. Siu has also been a member of the fourth session of Yulin Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議玉林委員會) since 2015.

Mr. Chung Chi Fai (鍾志輝先生) ("**Mr. Chung**"), aged 46, is an executive Director, the general manager of the Company and the Chairman of the Environmental, Social and Governance Committee of the Company. He is primarily responsible for formulating overall policies and strategies of the Group, participating in meetings of the Board and overseeing the general management and day-to-day operations of the business of the Group.

Mr. Chung joined the Group in July 1995 and was responsible for overseeing the business operations of the retail shops. He has served in various departments of the Group as sales and general manager. He was appointed as a Director on 18 August 2017 and was redesignated as an executive Director on 27 August 2018. He is currently the general manager of Kinson Group Company Limited, a wholly-owned subsidiary of the Company. Mr. Chung completed his secondary education in Hong Kong in August 1993. Mr. Chung has over 20 years of experience in the mobile phone industry. Prior to joining the Group, he was the sales manager of Otel Telecom from September 1993 to May 1995, during which he was responsible for overseeing the distribution of mobile phone accessories and network services.

Non-executive Directors

Mr. Ritchie Ma (馬肇文先生) (formerly known as Ma Si Ping Ritchie (馬仕平)) ("**Mr. Ma**"), aged 62, is a non-executive Director and a member of the Remuneration Committee of the Company. He is primarily responsible for providing advice and participating in meetings of the Board in connection with matters requiring the Directors' consideration and/or approval. Mr. Ma was appointed as a Director on 18 August 2017, and was redesignated as a non-executive Director on 27 August 2018.

Mr. Ma graduated from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1989 with a Higher Certificate in Communication, Advertising and Marketing. He further obtained a Master of Business degree from the University of Newcastle, Australia in July 2008.

Biographical Details of Directors and Senior Management (continued)

Mr. Ma has over 25 years of experience in sales, marketing, operations and business management. He was a sales at Jawbone in San Francisco, California from July 2013 to December 2015. Before that, he worked at Motorola Mobility Hong Kong Limited from March 2008 to December 2012, his last position being general manager of mobile devices in Hong Kong and Taiwan. From July 1996 to December 2007, he held senior marketing and corporate development positions in various telecommunications companies, including Hong Kong CSL Limited, Telstra International Hong Kong and SmarTone Telecommunications Limited.

Mr. Ma is the spouse of Ms. Cheung Yuet Ngo, Flora, the Administration Manager of the Group.

Mr. Lam Kin Lun Davie (林健倫先生) ("**Mr. Lam**"), aged 65, is a non-executive Director and a member of the Audit Committee of the Company. He is primarily responsible for providing advice and participating in meetings of the Board in connection with matters requiring Directors' consideration and/or approval. He was appointed as a Director on 18 August 2017, and was redesignated as a non-executive Director on 27 August 2018.

Mr. Lam graduated from Curtin University of Technology, Australia with a Bachelor of Business in Accounting in August 1993. He also received a Master of Science in Information Management from the National University of Ireland, Ireland in October 1999. Mr. Lam is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and is also a fellow of the Australian Society of Certified Practicing Accountants, the Association of Chartered Certified Accountants and member of the Chartered Professional Accountants of British Columbia, Canada. He has been working in Wilkinson and Associates since July 2011 and is currently the business development director. His key responsibilities include providing professional consultancy services to clients in corporate finance and retail management. He was the general manager of Macau operations in Hutchison Telecommunications (Hong Kong) Limited from April 2009 to June 2011. Prior to that, he worked in CSL Limited from January 1984 to November 2008, his last position being the director of mobile devices in the marketing development.

Independent non-executive Directors

Mr. Lee Kwan Ho, Vincent Marshall (李君豪先生) ("**Mr. Vincent M Lee**"), Deputy to the National People's Congress of PRC, BBS, Officer of the Order of the Crown (Belgium), aged 66, was appointed as an independent non-executive Director on 27 August 2018. He is a member of the Nomination Committee of the Company.

Mr. Vincent M Lee obtained a Bachelor of Science in Business Administration from the University of Southern California, the United States of America in June 1978 graduating with Magna Cum Laude. He was awarded a Master of Science in Accounting and Finance by The London School of Economics and Political Science, the United Kingdom in August 1981. Mr. Vincent M Lee has been a certified public accountant registered with the California State Board of Accountancy, the United States of America since December 1980. He was admitted as a member of the American Institute of Certified Public Accountants in January 1982 and HKICPA in January 1989. He currently holds licences issued by the Securities and Futures Commission (the "**SFC**") for Dealing in Futures Contracts (type 2 regulated activity) and Asset Management (type 9 regulated activity).

Mr. Vincent M Lee undertook a number of public service and community activities. He has been consecutively elected as a member of the Election Committee of the Hong Kong Special Administrative Region since 2006. He is currently the Chairman of the Correctional Services Children's Education Trust Investment Advisory Board. He was the Chairperson of Sir Murray MacLehose Trust Fund Investment Advisory Committee from December 2012 to November 2018. From 2012 to 2016, he was a member of Correctional Services Children's Education Trust Committee. He was appointed as a non-official member of the Financial Services Development Council from January 2013 to January 2019. Mr. Vincent M Lee was a member of the Securities and Futures Appeals Tribunal from 2003 to 2009, and the SFC Academic and Accreditation Advisory Committee from 2002 to 2006.

Mr. Vincent M Lee is currently the chairman of Tung Tai Group of Companies and he has been in such position since October 2010, having previously been the managing director from August 1990 to September 2010. From 1981 to 1990, he was a senior banker at Hongkong and Shanghai Banking Corporation Limited ("**HSBC**") Group, Hong Kong and Canada, his last position being the manager at the overseas banking center of HSBC.

Mr. Vincent M Lee has held directorships in the following companies listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"):

Name of listed company and stock code	Period of service	Position
Lerthai Group Limited (formerly known as LT Commercial Real Estate Limited) (stock code: 112)	From March 2013 to June 2017	Non-executive Director
Guangdong Land Holdings Limited (stock code: 124)	From March 2009 to present	Independent Non-executive Director
Hong Kong Exchanges and Clearing Limited (stock code: 388)	From April 2000 to April 2017	Independent Non-executive Director

Mr. Kwok Wai Leung, Stanley (郭偉良先生) ("**Mr. Kwok**"), aged 47, was appointed as an independent non-executive Director on 27 August 2018. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Mr. Kwok obtained a Bachelor of Science from the Macquarie University, Australia in April 1998. He was further awarded a Master of Commerce in Funds Management from the University of New South Wales, Australia in July 2000.

Mr. Kwok is currently the managing partner of Mount Logan Capital Limited. From August 2009 to December 2013, Mr. Kwok served as the Chief Executive Officer of Lippo Investments Management Limited. From May 2003 to June 2009, Mr. Kwok worked at State Street Global Advisors Asia Limited, the investment and asset management arm of State Street Corporation.

Biographical Details of Directors and Senior Management (continued)

Mr. Shiao Hei Lok Herod (蕭喜樂先生) ("**Mr. Shiao**"), aged 57, was appointed as an independent non-executive Director on 27 August 2018. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company.

Mr. Shiao was awarded a Diploma in Business Studies by the Hang Seng School of Commerce, Hong Kong in July 1986. He later on obtained a Postgraduate Certificate in Business Administration from the Open University of Hong Kong in December 2001, and a Postgraduate Diploma in Business Administration from the University of Wales College, Newport, the United Kingdom in October 2002. Mr. Shiao was further awarded a Master of Business Administration degree by the University of Wales, Newport (currently known as the University of South Wales), the United Kingdom, in October 2004. Mr. Shiao passed the licensing examination for Securities and Futures Intermediaries held by the Hong Kong Securities Institute in June 2011. He was a member of the Society of Registered Financial Planners for over 12 years.

Mr. Shiao has over 30 years of experience in the banking industry, having worked in four banks in Hong Kong. He has been the first vice president in the private banking department of the Bank of East Asia Limited since June 2011. Before that, he was a vice president at CitiBank, N.A., from June 2005 to June 2011, and his last position held was sales team head. He previously served as the assistant vice president in the commercial team of the marketing division of Jian Sing Bank Limited (currently known as China Construction Bank) from October 2000 to June 2005. Before that, he worked at Hua Chiao Commercial Bank Limited (currently known as Bank of China (Hong Kong) Limited) from July 1986 to October 2000 and his last position held was deputy manager in the corporate banking department.

Mr. Fok Kam Chau (霍錦就先生) ("**Mr. Fok**"), aged 68, was appointed as an independent non-executive Director on 27 August 2018. He is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Fok was awarded a Diploma in Business Management from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in November 1980. He was later on awarded a Master of Business Administration from the University of East Asia, Macau in October 1986. He further obtained a Diploma in Financial Management from the University of New England, Australia, in April 1989 and Master of Economic Law from Peking University, the PRC in July 1999. Mr. Fok proceeded to obtain a Doctor in Business Administration degree from the Shanghai University of Finance and Economics, the PRC, in June 2016.

Mr. Fok is a founding member of the Hong Kong Independent Non-Executive Director Association. He is a certified public accountant registered with the HKICPA, and a certified tax adviser registered with the Taxation Institute of Hong Kong. He has also been a member of the Australian Society of Certified Practicing Accountants and Certified General Accountants' Association of Canada (currently known as Chartered Professional Accountants of Canada) for over 25 years. Mr. Fok is currently the principal of K.C.Fok & Company, Certified Public Accountants.

SENIOR MANAGEMENT

Chief Financial Officer and Company Secretary

Mr. Chan Him, Alfred (陳謙先生) ("**Mr. Chan**"), aged 58, is the Chief Financial Officer, company secretary of the Company and a member of the Environmental, Social and Governance Committee of the Company. He is mainly responsible for overseeing the finance, accounting and company secretarial matters of the Group. He joined the Group on 17 July 2017.

Mr. Chan graduated from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987 with a Professional Diploma in Accountancy. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chan has accumulated over 29 years of experience in audit, finance and company secretarial work gained from various senior finance related positions in an international accounting firm, private and listed companies in Hong Kong.

Administrative Manager

Ms. Cheung Yuet Ngo, Flora (張月娥女士) ("**Ms. Cheung**"), aged 60, is the Administration Manager of the Group. She joined the Group on 1 July 2017 and is primarily responsible for overseeing the human resources and administration of the Group.

Ms. Cheung graduated from the Sheffield City Polytechnic (currently known as the Sheffield Hallam University), the United Kingdom with a Higher National Diploma in Business and Finance in July 1991. She further obtained a Postgraduate Diploma in Business Administration in the same university in June 1992.

Ms. Cheung has extensive experience in the marketing and administration field. During the period of August 1997 to August 2008, Ms. Cheung was the owner of Prime Premium & Promotions. Before that, she was the head of sales and marketing at MBf Asia Capital Corporation Holdings Limited from March to December 1996, and the marketing distribution and sales manager at Citibank, N.A. from November 1992 to March 1996.

Corporate Governance Report

The Board is pleased to report to the Shareholders on the corporate governance of the Company for the year ended 31 March 2022.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving and maintaining high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as the basis of the Company's corporate governance practices.

The Board is of the view that throughout the Year, the Company has complied with all applicable code provisions as set out in the CG Code which were applicable to the Year. On 1 January 2022, the amendments to the CG Code (the "**new CG Code**") came into effect and the requirements under the new CG Code will apply to corporate governance reports for financial years commencing on or after 1 January 2022. The Company will continue to review its corporate governance practice to ensure compliance with the new CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the Year.

The Company has also established written guidelines (the "**Employees Written Guidelines**") which are of no less exacting terms than the Model Code for securities transactions by the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance with the Employees Written Guidelines by the relevant employees during the Year was noted by the Company.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises the following Directors:

Executive Directors

Mr. Siu Muk Lung *(Chairman of the Board and Chairman of the Nomination Committee)*
Mr. Chung Chi Fai *(General Manager and Chairman of the Environment, Social and Governance Committee)*

Non-executive Directors

Mr. Ritchie Ma *(Member of the Remuneration Committee)*
Mr. Lam Kin Lun Davie *(Member of the Audit Committee)*

Independent Non-executive Directors

Mr. Lee Kwan Ho, Vincent Marshall *(Member of the Nomination Committee)*
Mr. Kwok Wai Leung, Stanley
(Member of the Audit Committee, Remuneration Committee and Nomination Committee)
Mr. Fok Kam Chau
(Chairman of the Audit Committee and Member of the Remuneration Committee and Nomination Committee)
Mr. Shiao Hei Lok Herod
(Chairman of the Remuneration Committee and Member of the Audit Committee and Nomination Committee)

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 9 to 13 of this annual report.

None of the members of the Board is related to one another.

Chairman and Chief Executive

Under 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 positions of Chairman and Chief Executive of the Company are held by Mr. Siu Muk Lung and Mr. Chung Chi Fai respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive focuses on the Company's business development and daily management and operations generally.

Independent Non-executive Directors

During the Year, the Board at all times met the requirements of Rules 3.10(1), 3.10A and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and thereafter be continuous unless and until terminated by either party by giving to the other party not less than three months' prior notice in writing, or by payment of three months' fixed salary in lieu of notice subject to the provision of retirement and rotation of Directors under the Articles of Association of the Company (the "**Articles**").

Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company for a period of two years commencing from 27 September 2020 subject to the provision of retirement and rotation of Directors under the Articles.

According to the Articles, one-third of the Directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting ("**AGM**") provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of Shareholders after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The retiring Directors shall be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Any newly appointed Director would receive a formal and comprehensive induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The training records of the Directors for the year ended 31 March 2022 are summarized as follows:

Directors	Type of Training[Note]
Executive Directors	
Mr. Siu Muk Lung	A, B
Mr. Chung Chi Fai	B
Non-executive Directors	
Mr. Ritchie Ma	B
Mr. Lam Kin Lun Davie	A, B
Independent Non-executive Directors	
Mr. Lee Kwan Ho, Vincent Marshall	A, B
Mr. Kwok Wai Leung, Stanley	B
Mr. Fok Kam Chau	A, B
Mr. Shiao Hei Lok Herod	A, B

Notes:

Types of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2 of this annual report.

Audit Committee

The Audit Committee consists of one non-executive Director, namely Mr. Lam Kin Lun Davie, and three independent non-executive Directors, namely Mr. Kwok Wai Leung, Stanley, Mr. Fok Kam Chau and Mr. Shiao Hei Lok Herod. Mr. Fok Kam Chau is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the existing external auditor of the Company, HLB Hodgson Impey Cheng Limited.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and materials, and provide advice in respect of financial reporting, and oversee the risk management and internal control systems of the Company.

During the Year, three Audit Committee meetings were held to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditor and relevant scope of works, connected transactions, and the audit arrangement under the COVID-19 pandemic.

The Audit Committee also met the external auditors without the presence of the executive Directors.

Remuneration Committee

The Remuneration Committee consists of one non-executive Director, namely Mr. Ritchie Ma, and three independent non-executive Directors, namely Mr. Kwok Wai Leung, Stanley, Mr. Fok Kam Chau and Mr. Shiao Hei Lok Herod. Mr. Shiao Hei Lok Herod is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include making recommendation to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of the Group, reviewing performance-based remuneration and ensuring that no Director will determine his/her own remuneration.

During the Year, one Remuneration Committee meeting was held to review and make recommendation to the Board on the remuneration policy and the remuneration packages of the Directors and senior management.

Pursuant to code provision B.1.5 of the CG Code, the details of the remuneration of the senior management by band are set out in note 11 to the consolidated financial statements for the year ended 31 March 2022.

Nomination Committee

The Nomination Committee consists of one executive Director, namely Mr. Siu Muk Lung, and four independent non-executive Directors, namely Mr. Lee Kwan Ho, Vincent Marshall, Mr. Kwok Wai Leung, Stanley, Mr. Fok Kam Chau and Mr. Shiao Hei Lok Herod. Mr. Siu Muk Lung is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experiences) of the Board at least annually and making recommendation to the Board on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified as potential Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, in particular that of the Chairman.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Year, one Nomination Committee meeting was held to review the structure, size and composition of the Board, to consider the re-election of retiring Directors and make recommendation, and to review the independence of the independent non-executive Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

Nomination Process

(a) Appointment of New Director

(i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.

(ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

(iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

(iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.

(v) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

(b) Re-election of Director at General Meeting

(i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.

(ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.

(iii) The Nomination Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

During the Year, there was no change in the composition of the Board.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

Environmental, Social and Governance Committee

The Board is aware of the growing momentum concerning Environmental, Social and Governance ("**ESG**") related reporting and matters. In view of such, the Company has established the ESG Committee on 24 March 2022 to review and monitor the ESG policies and practices of the Group.

The ESG Committee consists of Mr. Chung Chi Fai, an executive Director and the general manager of the Company, Mr. Chan Him Alfred, the company secretary of the Company, and Ms. Chau Pui Cheung, human resources officer of the Company. Mr. Chung Chi Fai is the chairman of the ESG Committee.

The main purpose of the ESG Committee is to assist and advise the Board in defining the Company's strategy relating to ESG matters, in reviewing the practices and initiatives of the Company relating to ESG matters to ensure they remain effective and up to date, in fulfilling its oversight responsibilities in the aspects of ESG, and in guiding and supervising the development and implementation of ESG works of the Company.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the Year, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code and the Written Employee Guidelines, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors. The Company will schedule Board meetings to be held regularly every year in compliance with code provision A.1.1 of the CG Code. Apart from regular Board meetings, the Chairman will also hold meeting(s) with independent non-executive Directors without the presence of other Directors at least annually.

During the Year, five Board meetings, three Audit Committee meetings, one Remuneration Committee meeting, one Nomination Committee meeting and one AGM were held.

The attendance record of each Director at these meetings is set out in the table below:

	Attendance/Number of Meetings held				
Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM
Mr. Siu Muk Lung	5/5	N/A	N/A	1/1	1/1
Mr. Chung Chi Fai	5/5	N/A	N/A	N/A	1/1
Mr. Ritchie Ma	5/5	N/A	1/1	N/A	1/1
Mr. Lam Kin Lun Davie	5/5	3/3	N/A	N/A	1/1
Mr. Lee Kwan Ho, Vincent Marshall	5/5	N/A	N/A	1/1	1/1
Mr. Kwok Wai Leung, Stanley	4/5	3/3	1/1	1/1	1/1
Mr. Fok Kam Chau	5/5	3/3	1/1	1/1	1/1
Mr. Shiao Hei Lok Herod	5/5	3/3	1/1	1/1	1/1

The Chairman also held one meeting with the independent non-executive Directors without the presence of other Directors during the Year.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has implemented various policies and procedures to ensure effective risk management in each aspect of the operations, financial reporting and recording, fund management, and compliance with applicable laws and regulations of Hong Kong. The Directors and senior management assume the overall responsibilities for overseeing the implementation of the internal control and risk management procedures and other measures throughout the Group.

The Group conducts regular review(s) at least annually to identify risks that would adversely affect the achievement of the Group's objectives, and assess and prioritise the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant. The Group has engaged an independent professional advisor to perform periodic review on the risk management and internal control systems. It is intended to examine key issues in relation to the accounting practices, all material controls and business processes and to report findings and propose recommendations for improvement to the senior management of the Company. Internal audit report to be produced by the independent professional advisor will be submitted to the Audit Committee at least once a year.

The Board, through the Audit Committee, had performed annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; the communications with the Board in relation to result of risk management and internal control review; significant risks, failures or weaknesses identified and their related implications; and status of compliance with the laws and regulations that are applicable to the Group. The Board considers the Group's risk management and internal control systems were effective and adequate during the Year.

The management, in coordination with division heads, assessed the likelihood of risk occurrence, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the Year.

The Company has engaged external professional firm for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Year, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

With respect to the procedures and internal controls for the handling and dissemination of inside information: (i) the Company conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission; (ii) the Board and senior management are responsible for identifying and assessing inside information; (iii) the Board, senior management and any relevant persons who might have access to inside information must take reasonable due care for safeguarding the confidentiality of unpublished inside information; and (iv) the Board is responsible for ensuring timely, fair and comprehensive dissemination of inside information and may seek independent professional advice if and when appropriate to ensure that the Company can timely comply with the disclosure requirements.

The Company would appoint independent consultancy firm to conduct a thorough review of risk management and internal control systems of the Company and its subsidiaries on regular intervals basis when necessary.

ANTI-CORRUPTION

The Company has established policies and system that promote and support anti-corruption laws and regulations. During the Year, the Group was not aware of any significant non-compliance cases in relation to applicable laws and regulations on corruption.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Year.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 41 to 45 of this annual report.

AUDITORS' REMUNERATION

The remuneration paid to the external auditor of the Company in respect of audit services for the Year amounted to HK$650,000. The external auditor of the Company did not provide any non-audit services for the Year.

COMPANY SECRETARY

Mr. Chan Him, Alfred ("**Mr. Chan**"), the Chief Financial Officer of the Company, is the company secretary of the Company.

For the Year, Mr. Chan has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting

According to article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

If a Shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, pursuant to article 85 of the Articles, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end no later than 7 days prior to the date of such general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, the Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 24th Floor, Chun Wo Commercial Centre, 23 Wing Wo Street, Sheung Wan, Hong Kong
(For the attention of the Board of Directors)

Email: ir@hkasiaholdings.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the Year. An up to date version of the Articles is available on the Company's website and the Stock Exchange's website.

The Board proposes that certain amendments (the "**Proposed Amendments**") be made to the existing amended and restated memorandum of association and articles of association of the Company (the "**Existing M&A**") by way of adoption of a new set of amended and restated memorandum and articles of association (the "**Amended and Restated M&A**") in substitution for, and to the exclusion of, the Existing M&A to, among other things, bring the Existing M&A in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules, reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and make other housekeeping amendments.

The adoption of the Amended and Restated M&A incorporating the Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM and will take effect from the conclusion of the forthcoming AGM. Please refer to the announcement and circular of the Company dated 29 July 2022 for further details.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with the Shareholders and in particular, through AGM and other general meetings. At the AGM, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy to ensure the Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

Dividend Policy

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval. Further details of the Dividend Policy have been set out in the section headed "Report of Directors".

Report of Directors

The Board is pleased to present to the Shareholders its report and the audited consolidated financial statements of the Group for the year ended 31 March 2022.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands on 5 May 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The Group is principally engaged in wholesale and retail sales of the Pre-paid Products. Details of the principal activities of the Company's subsidiaries are set out in note 15 to the consolidated financial statements.

BUSINESS REVIEW AND OUTLOOK

A fair review of the Group's business during the Year, any significant events after the reporting period and a discussion about the Group's future business development, and an analysis of the Group's performance using financial key performance indicators are set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Financial Summary" in this annual report and a discussion of the principal risks and uncertainties facing the Group is included in this section and note 33 of the consolidated financial statements. The review forms part of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following lists out the key risks and uncertainties facing the Group.

Concentration of Customers

The Group has a concentration of customers and any decrease or loss of business from these major customers could adversely and substantially affect the operations and financial conditions of the Group.

Concentration of Suppliers

The Group has a concentration of suppliers and any decrease or loss of business from these major suppliers could adversely and substantially affect the operations and financial conditions of the Group.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out on page 46 of this annual report.

The Board did not recommend the payment of a final dividend for the Year.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends on 14 January 2019 and shall take into account the following factors of the Group when considering the declaration and payment of dividends:–

– financial results;

– cash flow situation;

– business conditions and strategies;

– future operations and earnings;

– capital requirements and expenditure plans;

– interests of shareholders;

– any legal restrictions;

– any loan or other agreement that may enter into; and

– any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

– interim dividend;

– final dividend;

– special dividend; and

– any distribution of net profits that the Board may deem appropriate.

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the provisions of the Articles and all applicable laws and regulations and the factors set out above. Any final dividend for a financial year will be subject to the Shareholders' approval.

SUBSIDIARIES

Details of the subsidiaries of the Company as at 31 March 2022 are set out in note 15 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 28 to the consolidated financial statements.

CLOSURE OF THE REGISTER OF MEMBERS FOR AGM

For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming AGM to be held on Thursday, 1 September 2022, the register of members of the Company will be closed from Monday, 29 August 2022 to Thursday, 1 September 2022, both days inclusive. In order to be eligible to attend and vote at the forthcoming AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the transfer will be lodged on or after 15 August 2022) before 4:30 p.m. (Hong Kong time) on Friday, 26 August 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

TAX RELIEF

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares during the Year.

RESERVES

Details of the movements in the reserves of the Company and the Group during the Year are set out in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

As at 31 March 2022, the distributable reserves of the Company, including the share premium account, calculated in accordance with the applicable laws of the Cayman Islands, amounted to HK$66,039,000 (2021: HK$66,184,000).

CHARITABLE DONATIONS

During the Year, the Group had made charitable donations of approximately HK$337,000 (2021: approximately HK$250,000).

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the Year.

MAJOR SUPPLIERS AND CUSTOMERS

During the Year, sales to the single largest customer of the Group and the five largest customers of the Group accounted for approximately 10.3% and 17.6% respectively (2021: approximately 12.8% and 25.7% respectively) of the total sales of the year, respectively. During the Year, the Group had only two suppliers (2021: two) and the single largest supplier of the Group accounted for approximately 66.3% (2021: approximately 75.5%) of the total purchases of the year.

None of the Directors or any of their close associates or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The Directors during the Year and up to the date of this report were:

EXECUTIVE DIRECTORS

Mr. Siu Muk Lung *(Chairman)*
Mr. Chung Chi Fai

NON-EXECUTIVE DIRECTORS

Mr. Ritchie Ma
Mr. Lam Kin Lun Davie

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Kwan Ho, Vincent Marshall
Mr. Kwok Wai Leung, Stanley
Mr. Fok Kam Chau
Mr. Shiao Hei Lok Herod

Pursuant to article 84(1) of the Articles, Mr. Siu Muk Lung, Mr. Chung Chi Fai and Mr. Lee Kwan Ho, Vincent Marshall will retire at the forthcoming AGM. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 9 to 13 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and thereafter be continuous unless and until terminated by either party by giving to the other party not less than three months' prior notice in writing, or by payment of three months' fixed salary in lieu of notice (subject to retirement by rotation and re-election at an AGM in accordance with the Articles). Each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a period of two years commencing from 27 September 2020 (subject to retirement by rotation and re-election in accordance with the Articles).

Apart from the foregoing, no Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment or compensation, other than statutory compensation.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors are independent.

PERMITTED INDEMNITY PROVISION

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Cap. 622)) in force for the benefit of the Directors during the Year and up to the date of approval of this annual report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the Year, no claims were made against the Directors.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than those disclosed in the section headed "Related Party Transactions" below and in note 31 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2022, the Directors and the chief executive of the Company had the following interests and/or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to the Model Code to be notified to the Company and the Stock Exchange:

Long positions in the Shares of the Company

Name of Director/ Chief executive	Capacity/Nature of interest	Number of ordinary Shares held	Approximate percentage of shareholding *(Note)*
Mr. Siu	Beneficial owner	281,070,000	70.26%

Note:

The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2022 (i.e. 400,000,000 Shares).

Save as disclosed above, as at 31 March 2022, none of the Directors or the chief executive of the Company had any interest and/or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which was required pursuant to section 352 of the SFO to be entered in the register referred to therein or pursuant to the Model Code to be notified to the Company and the Stock Exchange.

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

So far as is known to the Directors and the chief executive of the Company, as at 31 March 2022, the following persons (not being a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares of the Company

Number of Shareholder	Capacity/Nature of interest	Number of ordinary Shares held	Approximate percentage of shareholding *(Note 1)*
Ms. Lee Chun Yuk ("**Mrs. Siu**")	Interest of spouse *(Note 2)*	281,070,000	70.26%

Notes:

1. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2022 (i.e. 400,000,000 Shares).

2. Mrs. Siu is the spouse of Mr. Siu. Under the SFO, Mrs. Siu is deemed to be interested in the same number of Shares which Mr. Siu is interested in.

Save as disclosed above, so far as is known to the Directors and the chief executive of the Company, as at 31 March 2022, there was no other person (not being a Director or chief executive of the Company) who had an interest or a short position in the Shares or 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 was recorded in the register required to be kept by the Company under section 336 of the SFO.

NON-COMPETITION UNDERTAKINGS

Mr. Siu (the "**Covenantor**") has entered into a deed of non-competition (the "**Deed of Non-competition**") on 27 August 2018 in favor of the Company as more particularly described in the section headed "Relationship with the Controlling Shareholder" of the Prospectus. The Covenantor has confirmed and declared that, during the Year, he had strictly complied with the Deed of Non-competition without any breach thereof. All the independent non-executive Directors had reviewed the matters relating to the enforcement of the Deed of Non-competition and consider that the terms of the Deed of Non-competition have been complied with by the Covenantor during the Year.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACT OF SIGNIFICANCE

Other than those disclosed in the section headed "Related Party Transactions" below and in note 31 to the consolidated financial statements, no contract of significance (including those for provision of services to the Company or any of its subsidiaries by the controlling Shareholder) has been entered into between the Company or any of its subsidiaries and the controlling Shareholder or any of its subsidiaries during the Year.

COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors or the controlling Shareholder or any of their respective associates (as defined in the Listing Rules) that compete or may compete with the business of the Group or any other conflict of interests which any such person has or may have with the Group during the Year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme" below, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements that enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the Year.

EQUITY-LINKED AGREEMENT

During the Year, other than the Share Option Scheme as set out in the section headed "Share Option Scheme" of this report, the Company has not entered into any equity-linked agreement.

SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was conditionally adopted by the Company on 27 August 2018 (the "**Adoption Date**") and became effective on the Listing Date. The purpose of the Share Option Scheme is to grant options to the Eligible Participants (as defined below) as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants. Pursuant to the Share Option Scheme, the Board may, at its discretion, make offer of options to any employee (full-time or part-time), directors (including executive, non-executive or independent non-executive directors) and any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Group (the "**Eligible Participants**"). The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not, in aggregate, exceed 10% of the total number of Shares in issue as at the Listing Date, i.e., 40,000,000 Shares, which represents 10% of the total number of Shares in issue as at the date of this annual report, unless Shareholders' approval has been obtained.

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of Shares in issue from time to time.

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options under the Share Option Scheme) in any 12-month period must not exceed 1% of the total number of Shares in issue. Any further grant of share option in excess of such limit must be separately approved by the Shareholders in general meeting.

Where options are proposed to be granted to a substantial Shareholder or an independent non-executive Director or any of their respective associates, and the proposed grant of options would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total number of Shares in issue on the date of offer and having an aggregate value, based on the closing price of the Shares on the date of each grant, in excess of HK$5 million, such further grant of options must be approved by the Shareholders taken on a poll in general meeting.

An option may be exercised in whole or in part in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board to each grantee, the expiry date of such period not to exceed 10 years from the date of grant of the option. Unless otherwise determined by the Board, there is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

Upon acceptance of the offer, the grantee shall pay HK$1.00 to the Company by way of consideration for the grant.

The subscription price for Shares in respect of any particular option shall be determined by the Board and shall be at least the highest of:

(a) the closing price per Share as stated in the Stock Exchange's daily quotation sheet on the date of offer of the option;

(b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five consecutive business days immediately preceding the date of offer of the option; and

(c) the nominal value of a Share.

The Share Option Scheme is valid and effective for a period of ten years commencing on the Adoption Date.

No share option has been granted, exercised, lapsed, cancelled or outstanding under the Share Option Scheme during the Year and up to the date of this report. Therefore, a total of 40,000,000 Shares, representing 10% of the issued Shares as at the date of this report, were available for issue under the Share Option Scheme as at the date of this report.

RELATED PARTY TRANSACTIONS

Details of significant related party transactions of the Group, including the following transactions entered into during the Year, are set out in note 31 to the consolidated financial statements.

Directors' Emoluments

Details of the Directors' emoluments, being the compensation of key management personnel referred to in note 31(b) to the consolidated financial statements, are set out in note 11 to the consolidated financial statements.

Consignment Agreement

During the Year, Hong Kong Telecommunication Direct Selling Centre Limited ("**HKT Direct Selling Centre**"), a company wholly owned by Mr. Siu, and Kinson Group Company Limited ("**Kinson Group**"), a wholly owned subsidiary of the Company, entered into a consignment agreement (the "**Consignment Agreement**") for a period of three years starting from 1 April 2021 and expiring on 31 March 2024. Pursuant to the Consignment Agreement, Kinson Group is appointed as the agent of HKT Direct Selling Centre in selling mobile phones, electronics and accessories (the "**Consigned Goods**") and Kinson Group could obtain delivery of the Consigned Goods from HKT Direct Selling Centre from time to time on a consignment basis for the purpose of sale by Kinson Group to its customers, and HKT Direct Selling Centre shall pay Kinson Group a commission at a rate equal to 10% of the selling prices of the Consigned Goods.

World Wide House Tenancy Agreement

During the Year, Hung Sang Group Limited, a company owned as to 50% by Mr. Siu and 50% by Mrs. Siu, as landlord and Kinson Group as tenant entered into a written tenancy agreement with respect to the tenancy of the premises situated at Shop 150, 1/F., World Wide House, 19 Des Voeux Road Central, Hong Kong for the term of one year starting from 1 September 2021 up to and including 31 August 2022 at a monthly rental of HK$62,000 exclusive of rates, management fees, air-conditioning charges and utilities.

Chun Wo Tenancy Agreement

During the Year, Lung Shun Holdings Limited, a company owned as to 50% by Mr. Siu and 50% by Mrs. Siu, as landlord and Hong Kong Mobile Phone Limited, a wholly owned subsidiary of the Company, as tenant entered into a written tenancy agreement with respect to the tenancy of the premises situated at Office A and Office B, 24/F., Chun Wo Commercial Centre, 25 Wing Wo Street, Hong Kong for the term of one year starting from 1 September 2021 up to and including 31 August 2022 at a monthly rental of HK$75,000 exclusive of rates, management fees, air-conditioning charges and utilities.

All the related party transactions above constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules but are fully exempt from Shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.95 of the Listing Rules or the de minimis exemption under Rule 14A.76(1) of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 108 of this annual report.

AUDIT COMMITTEE

The Audit Committee has discussed with the management of the Group and reviewed this report and the audited consolidated financial results of the Group for the Year, including the accounting principles and practices adopted by the Group and discussed financial related matters.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted and complied with all applicable code provisions set out in the CG Code during the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued Shares as required under the Listing Rules during the Year and up to the date of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code during the Year and up to the date of this report.

USE OF PROCEEDS

Details of the use of the proceeds from the Listing are set out on pages 7 to 8 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has compliance and risk management policies and procedures in place, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements. These policies and procedures are reviewed regularly. During the Year, to the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group. Discussions on the Group's environmental policies and performance and compliance with all relevant laws and regulations that have a significant impact on the Group will be provided in the 2022 ESG Report to be available on the websites of the Stock Exchange and the Company respectively.

RELATIONSHIPS WITH STAKEHOLDERS

Employees are the assets of the Group. The Group provides competitive remuneration package and a pleasant workplace environment to attract and motivate the employees. An annual performance evaluation will be conducted annually based on individual's contributions and achievements throughout the year and the Group will make necessary adjustments based on the result of the performance evaluation. The Group provides periodical trainings for staff to keep them abreast of the latest developments in the market and industry, in the form of both internal trainings and trainings provided by experts from external organisations.

The Group understands the importance of maintaining a good relationship with its business partners, including the customers, suppliers, bankers and other financial institutions. The Group believes that a healthy relationship can be built up by providing enhanced services to the customers, maintaining an effective communication channel to the employees and our business partners.

AUDITOR

The consolidated financial statements for the Year have been audited by HLB Hodgson Impey Cheng Limited ("**HLB**"). A resolution will be submitted to the forthcoming AGM to re-appoint HLB as auditor of the Company.

By order of the Board

Siu Muk Lung
Chairman and Executive Director
Hong Kong, 30 June 2022

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF HK ASIA HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of HK Asia Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 46 to 107, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditors' Report (continued)

Key audit matter

Net realisable value ("NRV") assessment of inventories

We identified the NRV assessment of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with estimation uncertainty associated with determining the allowances of inventories.

The Group makes allowance for inventories if the NRV of inventories is lower than the cost of inventories. In determining the NRV of the Group's inventories, the management takes into consideration the fluctuations in price, the inventory level, the conditions, aging and expiry dates of inventories.

As disclosed in note 19 to the consolidated financial statements, the carrying amount of the Group's inventories was HK$96,719,000 as at 31 March 2022 and no allowance for inventories has been made for the year.

How our audit addressed the key audit matter

Our procedures in relation to the NRV assessment of inventories included:

- Obtaining an understanding of how allowance for inventories is estimated by the management;
- Discuss with the management and evaluated the basis of identification of aged or obsolete inventories by the management and assessing the reasonableness of allowance for inventories, based on the fluctuations in price, the inventory level, the conditions, aging and expiry dates of inventories;
- Testing the aging analysis of inventories, on a sample basis, to the goods received notes; and
- Checking the subsequent selling price of inventories, on a sample basis, to the sales invoices.

Conclusion

We found that the estimates of management in relation to NRV assessment for inventories were supportable by available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "**Other Information**").

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Wong Sze Wai, Basilia.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Wong Sze Wai, Basilia
Practising Certificate Number: P05806

Hong Kong, 30 June 2022

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2022 (in HK Dollars)

	Notes	2022 HK$'000	2021 HK$'000
Revenue	*6*	**183,003**	136,005
Cost of sales		**(123,785)**	(90,281)
Gross profit		**59,218**	45,724
Other revenue	*7*	**1,463**	4,415
Selling and distribution expenses		**(23,622)**	(21,770)
Administrative expenses		**(13,503)**	(15,460)
Finance cost	*8*	**(260)**	(488)
Profit before taxation	*9*	**23,296**	12,421
Taxation	*12*	**(3,838)**	(1,663)
Profit and total comprehensive income for the year		**19,458**	10,758
Profit for the year attributable to owners of the Company		**19,458**	10,758
Total comprehensive income for the year attributable to the owners of the Company		**19,458**	10,758
Earnings per share			
Basic and diluted (HK cents)	*13*	**4.86**	2.69

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 March 2022 (in HK Dollars)

	Notes	2022 HK$'000	2021 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	*16*	**1,307**	1,337
Right-of-use assets	*17*	**3,544**	7,773
Financial assets at fair value through profit or loss	*18*	**2,167**	2,163
		7,018	11,273
Current assets			
Inventories	*19*	**96,719**	118,949
Trade receivables	*20*	**219**	857
Deposits, prepayments and other receivables	*21*	**9,062**	10,757
Amount due from a related company	*24*	**–**	1,469
Tax recoverable		**–**	3,007
Cash and cash equivalents	*22*	**62,428**	36,192
		168,428	171,231
Liabilities			
Current liabilities			
Accrual and other payables	*23*	**4,770**	9,398
Amount due to a related company	*24*	**175**	–
Contract liabilities	*25*	**–**	2
Lease liabilities	*26*	**3,141**	5,283
Tax payable		**1,099**	–
Bank overdraft	*27*	**–**	14,864
Bank borrowing	*27*	**–**	4,000
		9,185	33,547
Net current assets		**159,243**	137,684
Total assets less current liabilities		**166,261**	148,957
Non-current liabilities			
Lease liabilities	*26*	**504**	2,658
Net assets		**165,757**	146,299
Equity			
Share capital	*28*	**4,000**	4,000
Reserves		**161,757**	142,299
Total equity		**165,757**	146,299

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 June 2022.

Mr. Siu Muk Lung	**Mr. Chung Chi Fai**
Director	*Director*

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes In Equity

For the year ended 31 March 2022 (in HK Dollars)

	Share capital HK'000	Share premium HK'000	Other reserve HK'000 *(note a)*	Retained earnings HK'000	Total HK'000
At 1 April 2020	4,000	65,556	670	65,315	135,541
Profit and total comprehensive income for the year	–	–	–	10,758	10,758
At 31 March 2021 and 1 April 2021	**4,000**	**65,556**	**670**	**76,073**	**146,299**
Profit and total comprehensive income for the year	–	–	–	19,458	19,458
At 31 March 2022	4,000	65,556	670	95,531	165,757

Notes:

(a) Other reserve represents the difference between the share capital of Hong Kong Mobile Phone Limited ("**HK Mobile**"), Harvest Triple Holdings Limited ("**Harvest Triple**"), Golden Bright Holdings Limited ("**Golden Bright**"), Hong Kong Asia Telecom Limited ("**HK Asia Telecom**"), Kinson Group Company Limited ("**Kinson Group**"), Mobile Phone Direct Selling Centre Limited ("**MP Direct Selling Centre**") and HK Asia Mobile Communications Limited ("**HK Asia Mobile**").

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2022 (in HK Dollars)

	Notes	2022 HK$'000	2021 HK$'000
Operating activities			
Profit before taxation		**23,296**	12,421
Adjustment for:			
Depreciation of property, plant and equipment	*9*	**707**	585
Depreciation of right-of-use assets	*9*	**5,354**	4,649
Fair value gain on financial assets at fair value through profit or loss	*7*	**(4)**	(93)
Finance cost	*8*	**260**	488
Operating income before working capital changes		**29,613**	18,050
Decrease/(increase) in inventories		**22,230**	(50,013)
Decrease/(increase) in trade receivables		**638**	(188)
Decrease/(increase) in deposits, prepayments and other receivables		**1,695**	(5,438)
(Decrease)/increase in accruals and other payables		**(4,630)**	3,934
Decrease/(increase) in amount due from a related company		**1,469**	(1,163)
Increase in amount due to a related company		**175**	–
Cash generated from/(used in) operations		**51,190**	(34,818)
Income tax refund/(paid)		**268**	(4,238)
Net cash generated from/(used in) operating activities		**51,458**	(39,056)
Cash flows from investing activity			
Purchases of property, plant and equipment		**(677)**	(592)
Net cash used in investing activity		**(677)**	(592)
Cash flows from financing activities			
Proceeds from bank borrowings		**–**	12,000
Repayment of bank borrowings		**(4,000)**	(8,000)
(Repayment)/drawdown of bank overdraft		**(14,864)**	14,864
Dividend paid		**–**	(40,000)
Interest paid		**(90)**	(221)
Repayment of lease liabilities		**(5,591)**	(4,806)
Net cash used in financing activities		**(24,545)**	(26,163)
Net increase/(decrease) in cash and cash equivalents		**26,236**	(65,811)
Cash and cash equivalents at the beginning of the year		**36,192**	102,003
Cash and cash equivalents at the end of the year		**62,428**	36,192
Analysis of cash and cash equivalents			
Cash and cash equivalents		**62,428**	36,192

The accompanying notes form an integral part of these consolidated financial statements.

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 5 May 2016 as an exempted company with limited liability under the Companies Law, Cap.22 (law 3 of 1961 as consolidated and revised) of the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 27 September 2018. The ultimate controlling party of the Company is Mr. Siu Muk Lung ("**Mr. Siu**").

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the Company's principal place of business is at 24/F, Chun Wo Commercial Centre, 23-29 Wing Wo Street, Sheung Wan, Hong Kong. The Company is an investment holding company. The Group is principally engaged in wholesale and retail sales of the pre-paid products (i.e. SIM card and top-up voucher) (the "**Pre-paid Products**") in Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the functional currency of the Company and its principal subsidiaries and all values are rounded to the nearest thousands (HK$'000) except when otherwise stated.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs and Hong Kong Accounting Standards ("**HKASs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Covid-19 Related Rent Concessions
Amendments to HKFRS 16	Covid-19 Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as "estimated costs necessary to make the sale" when determining the net realisable value of inventories.

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments[1]
Amendments to HKFRS 3	Reference to the Conceptual Framework[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)[1]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Definition of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax Related to Assets and Liability Arising from a Single Transaction[1]
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use[2]
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020[2]

1 Effective for annual periods beginning on or after 1 January 2023.
2 Effective for annual periods beginning on or after 1 January 2022.
3 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of preparation (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance complete to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Revenue from contracts with customers (Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

Sale of goods

Revenue from wholesale and retail sales of pre-paid products (i.e. SIM card and voucher) operation are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The normal credit term is 0 to 21 days upon delivery. Payment in advance is required for some contracts.

Consignment commission income

Consignment commission income from customer is recognised upon performance of sales services.

Promotion income

Promotion income from customer is recognised upon performance of promotion services.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(b) Lease

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Lease (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Lease (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate; initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercised the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Lease (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Lease (Continued)

The Group as a lessee (Continued)

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

(c) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the reporting period in which they are incurred.

(d) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other revenue”.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit/(loss) before tax" because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax is recognised in profit or loss.

(f) Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes are stated in the statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

Furniture and office equipment	20% per annum
Motor vehicles	20% per annum
Leasehold improvement	20% per annum

Depreciation methods, useful lives and residual values are reassessed at the end of each reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Property, plant and equipment (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a Company of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that Company of cash-generating units, with the recoverable amount of the Group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the Group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the Group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a Company of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a Company of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value is the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs accessory to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group most incur to make the sale.

(h) Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(i) Dividend

Dividend to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

(j) Financial instruments

Financial assets and financial liabilities are recognised when the Group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ("**FVTPL**") are recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and measurement of financial assets at amortised cost

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other revenue” line item.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets

The Group performs impairments assessment under expected credit losses ("**ECL**") model on financial assets (including trade receivables, other receivables, amount due from a related party and cash and cash equivalents). The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than one year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Nature of financial instruments (i.e. the Group's trade receivables, are each assessed as a separate Group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including accruals and other payables, lease liabilities, bank borrowing, bank overdraft and amount due to a related company) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the profit or loss.

(k) Employee benefits

Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Share-based payments

Equity-settled share-based payments transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

Share options granted to suppliers/consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

(n) Provision for severance payment

The Group's net obligation in respect of the severance payment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group.

Past service cost is recognised immediately to the extent that the benefits have already been vested.

(o) Related parties transactions

A party is considered to be related to the Group if:

(i) A person or a close member of that person's family is related to the Group if that person:

- (a) has control or joint control over the Group;
- (b) has significant influence over the Group; or
- (c) is a member of the key management personnel of the Group or of a parent of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Related parties transactions (Continued)

A party is considered to be related to the Group if: (Continued)

(ii) An entity is related to the Group if any of the following conditions applies:

(a) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);

(b) one entity is an associate or joint venture of the other entity for an associate or joint venture of a member of a group which the other entity is a member;

(c) both entities are joint ventures of the same third party;

(d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employees are also related to the Group;

(f) the entity is controlled or jointly controlled by a person identified in (i);

(g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(h) the entity, or any member of a group of which is a part, provides key members key management personnel services to the Group and Group's parent.

Close members of the family of a person are those family members who may be expected to influence or be influenced by, the person in their dealings with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Group and a related party, regardless of whether a price is charged.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statement, are identified from the historical financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent form other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Net realisable value of inventories

The Group makes provision for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of slow-moving stock and obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(b) Provision

When there is a probability that an outflow of economic benefits will occur due to a present obligation resulting from a past event, and those amount is reasonable estimate, a corresponding amount of provision is recognised in the financial statement. However, no provision is recognised for costs that need to be incurred to operate in the future.

5. OPERATING SEGMENT

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 identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. During the years ended 31 March 2022 and 2021, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, does not contain profit or loss information of each product line or geographical area and the executive directors reviewed the financial results of the Group as a whole reported under HKFRSs.

The Group currently has one operating segment which is revenue from sale of the Pre-paid Products (i.e. SIM Cards and top-up vouchers). Accordingly, the Group does not have separate reportable segments.

Geographical information

As all the Group's operations and non-current assets are located in Hong Kong, no geographical analysis is presented.

Information about major customers

Revenue from major customers, contributing over 10% or more of the total sales of the Group during the years ended 31 March 2022 and 2021 are as follow:

	2022 **HK$'000**	2021 HK$'000
Customer A	**18,850**	17,418

6. REVENUE

Revenue, which is also the Group's turnover, represents the income generated by sale of Pre-paid Products during the year.

All of the Group's revenue from contracts with customers is generated in Hong Kong based on where goods are sold. All revenue contracts are for a period of one year or less. As permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Please refer to note 3(a) for details of revenue recognition.

	2022 HK$'000	2021 HK$'000
Revenue:		
Sales of Pre-paid Products recognised at point in time	**183,003**	136,005

7. OTHER REVENUE

	2022 HK$'000	2021 HK$'000
Promotion income	**780**	780
Consignment income	**634**	967
Sundry income	**45**	3
Government grants *(Note)*	**–**	2,572
Fair value gain on financial assets at fair value through profit or loss	**4**	93
	1,463	4,415

Note:

During the year ended 31 March 2021, the Group recognised government grants of approximately HK$2,572,000 in respect of Covid-19-related subsidies, of which relates to Employment Support Scheme amount to approximately HK$2,172,000 and Retail Sector Subsidy Scheme amount to approximately HK$400,000 provided by the Hong Kong Government.

8. FINANCE COST

	2022 HK$'000	2021 HK$'000
Interest expenses on		
– lease liabilities	**170**	267
– bank borrowing	**18**	81
– bank overdraft	**72**	140
	260	488

9. PROFIT BEFORE TAXATION

The Group's profit before taxation is arrived at after charging:

	2022 HK$'000	2021 HK$'000
Auditors' remuneration	**650**	650
Cost of inventories recognised as an expense	**123,785**	90,281
Depreciation of property, plant and equipment	**707**	585
Depreciation of right-of-use assets	**5,354**	4,649
Employee benefit expenses (including Directors' emoluments) *(Note 10)*	**15,685**	17,403
Expenses relating to short-term leases	**7,052**	6,240
Advertising and promotion expenses	**2,330**	2,519

10. EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

	2022 HK$'000	2021 HK$'000
Directors' fees	**1,080**	1,080
Salaries, allowances and benefits in kind	**13,510**	12,662
Performance related bonus	**200**	2,650
Retirement benefit scheme contributions	**895**	1,011
	15,685	17,403

The Group operates defined contribution schemes in Hong Kong which comply with the requirements under the Mandatory Provident Fund ("**MPF**") Schemes Ordinance. All assets under the scheme are held separately from the Group under independently administered funds. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

	2022 HK$'000	2021 HK$'000
Directors' fees	**1,080**	1,080
Salaries, allowances and benefits in kind	**1,247**	1,368
Performance related bonus	**200**	2,650
Retirement benefit scheme contributions	**36**	36
	2,563	5,134

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' emoluments (Continued)

The remuneration of each director for the years ended 31 March 2022 and 2021 are set out below:

	Directors' fee HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance related bonus HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Year ended 31 March 2022					
Executive directors					
Mr. Siu *(note a)*	–	600	100	18	718
Mr. Chung Chi Fai	–	647	100	18	765
Non-executive directors					
Mr. Ritchie Ma	180	–	–	–	180
Mr. Lam Kin Lun Davie	180	–	–	–	180
Independent non-executive directors					
Mr. Lee Kwan Ho, Vincent Marshall	180	–	–	–	180
Mr. Kwok Wai Leung, Stanley	180	–	–	–	180
Mr. Fok Kam Chau	180	–	–	–	180
Mr. Shiao Hei Lok Herod	180	–	–	–	180
Total emoluments	1,080	1,247	200	36	2,563

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' emoluments (Continued)

	Directors' fee	Salaries, allowances and benefits in kind	Performance related bonus	Retirement benefit scheme contributions	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Year ended 31 March 2021					
Executive directors					
Mr. Siu *(note a)*	–	700	2,650	18	3,368
Mr. Chung Chi Fai	–	668	–	18	686
Non-executive directors					
Mr. Ritchie Ma	180	–	–	–	180
Mr. Lam Kin Lun Davie	180	–	–	–	180
Independent non-executive directors					
Mr. Lee Kwan Ho, Vincent Marshall	180	–	–	–	180
Mr. Kwok Wai Leung, Stanley	180	–	–	–	180
Mr. Fok Kam Chau	180	–	–	–	180
Mr. Shiao Hei Lok Herod	180	–	–	–	180
Total emoluments	1,080	1,368	2,650	36	5,134

Notes:

a) Certain executive directors of the Company are entitled to bonus payments which are determined based on a percentage of the Group's profit after tax for the year.

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(b) Five highest paid individuals

The five highest paid employees during the year ended 31 March 2022 included two (2021: two) directors of the Company, details of whose emoluments are set out above in Note 11(a). Details of the emoluments for the year of the remaining three (2021: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2022 **HK$'000**	2021 HK$'000
Salaries, allowances and benefits in kind	**2,197**	1,853
Retirement benefit scheme contributions	**54**	54
	2,251	1,907

The number of the highest paid individuals who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	No. of individuals	
	2022	2021
Nil to HK$1,000,000	**3**	3

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(c) Senior management of the Group

The emoluments of senior management are within the following band:

	No. of senior management	
	2022	2021
Nil to HK$1,000,000	**5**	4
HK$1,000,001 – HK$1,500,000	**–**	1
	5	5

During the year ended 31 March 2022, no emoluments were paid by the Group to the above highest paid individuals and the directors as (i) an inducement to join or upon joining the Group or (ii) as compensation for loss of office as a director or management of any members of the Group (2021: Nil).

None of the directors, highest paid individuals and senior management personnel waived or agreed to waive any emoluments during the years ended 31 March 2022 and 2021.

12. TAXATION

	2022 **HK$'000**	2021 HK$'000
The taxation charge comprises:		
Hong Kong Profits Tax		
– Current year	**3,838**	1,680
– Over provision in respect of prior year	**–**	(17)
	3,838	1,663

12. TAXATION (CONTINUED)

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million.

A reconciliation of the tax expense applicable to profit before taxation using the statutory rates to the effective tax rates is as follows:

	2022		2021	
	HK$'000	**%**	HK$'000	%
Profit before taxation	**23,296**	**–**	12,421	–
Tax at the domestic income tax rate	**3,844**	**16.5**	2,050	16.5
Tax effect of expenses that are not deductible for tax purpose	**130**	**0.6**	120	1.0
Tax effect of income that are not taxable for tax purpose	**(59)**	**(0.3)**	(511)	(4.1)
Tax effect of tax losses not recognised	**118**	**0.5**	211	1.6
Over provision in respect of prior years	**–**	**–**	(17)	(0.1)
Statutory tax concession	**(195)**	**(0.8)**	(190)	(1.5)
Taxation	**3,838**	**16.5**	1,663	13.4

At the end of the reporting period, the Group has unused tax losses of approximately HK$1,990,000 (2021: HK$1,277,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

13. EARNINGS PER SHARE

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

	2022 **HK$'000**	2021 HK$'000
Earnings:		
Earning for the purpose of calculation of basic earnings per share		
– Profit for the year attributable to owners of the Company	**19,458**	10,758

	2022 **'000**	2021 '000
Number of shares:		
Weighted average number of ordinary shares in issue	**400,000**	400,000

Diluted earnings per share for the years ended 31 March 2022 and 2021 were the same as the basic earnings per share as there were no potential dilutive ordinary shares existing during the reporting period.

14. DIVIDENDS

The Board did not recommend the payment for final dividend for the year ended 31 March 2022 and 2021.

15. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March 2022 and 2021:

Name	Place of incorporation/ operation and kind of legal entity	Principal activities	Particulars of issued share capital	Percentage of interest held
HK Asia Mobile	Limited liability company incorporated on 13 June 2016, the BVI	Investment holding	Ordinary share US$1	100% (direct)
HK Mobile	Limited liability company incorporated on 4 March 2009, Hong Kong	Wholesale and retail sales of the Pre-paid Products	Ordinary share HK$20,000	100% (indirect)
HK Asia Telecom	Limited liability company incorporated on 6 September 2010, Hong Kong	Retail sales of the Pre-paid Products	Ordinary share HK$1	100% (indirect)
Kinson Group	Limited liability company incorporated on 6 February 2014, Hong Kong	Retail sales of the Pre-paid Products and consignment sales	Ordinary share HK$1	100% (indirect)

The above table lists the subsidiaries of the Group, which in the opinion of directors, principally attribute the results or assets of the Group. To give details of other subsidiaries would, in to opinion of directors, result in particulars of excessive lengths.

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement HK$'000	Furniture and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost				
At 1 April 2020	2,879	4,379	333	7,591
Additions	241	351	–	592
At 31 March 2021 and 1 April 2021	3,120	4,730	333	8,183
Additions	454	223	–	677
At 31 March 2022	3,574	4,953	333	8,860
Accumulate depreciation				
At 1 April 2020	2,362	3,566	333	6,261
Charge for the year	252	333	–	585
At 31 March 2021 and 1 April 2021	2,614	3,899	333	6,846
Charge for the year	307	400	–	707
At 31 March 2022	2,921	4,299	333	7,553
Net book values:				
At 31 March 2022	653	654	–	1,307
At 31 March 2021	506	831	–	1,337

17. RIGHT-OF-USE ASSETS

	Leased properties HK$'000
Cost	
At 1 April 2020	7,844
Add: Additions	7,388
At 31 March 2021 and 1 April 2021	15,232
Add: Additions	1,125
At 31 March 2022	16,357
Accumulated depreciation and impairment losses	
At 1 April 2020	2,810
Charge provided for the year	4,649
At 31 March 2021 and 1 April 2021	7,459
Charge provided for the year	5,354
At 31 March 2022	12,813
Carrying amounts	
At 31 March 2022	3,544
At 31 March 2021	7,773

Details of total cash outflow of leases is set out in the consolidated cash flow statements.

During the current year, the Group leases office and retail stores for its operation. Lease contracts are entered into for fixed term of one to two years (2021: two to three years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 **HK'000**	2021 HK'000
Financial assets at fair value through profit or loss		
– Club debentures	**2,167**	2,163

19. INVENTORIES

	2022 **HK$'000**	2021 HK$'000
Pre-paid Products	**96,719**	118,949

20. TRADE RECEIVABLES

	2022 **HK$'000**	2021 HK$'000
Trade receivables	**219**	857

The Group's trade receivables are attributable to a number of independent customers with credit terms. The Group normally allows a credit period of 0 days to 21 days to its customers.

The following table sets forth the ageing analysis of trade receivables, based on invoice date, as at the dates indicated:

	2022 **HK$'000**	2021 HK$'000
0 – 10 days	**–**	–
Over 10 days	**219**	857
	219	857

20. TRADE RECEIVABLES (CONTINUED)

As at 31 March 2022 and 2021, the Group's policy for allowance for expected credit losses on trade receivable is based on an evaluation of collectability and ageing analysis of the receivables which requires the use of judgement and estimates. Provisions are applied to the receivables when there are events or changes in circumstances indicate that the balance and any overdue balances on an ongoing basis and assessments are made by the management on the collectability of overdue balance.

The Group applies with simplified approach to provide for expected credit losses presented by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the economic variable credit risk and expected credit loss. This considers available reasonable and supportive forwarding-looking information.

For the details of impairment assessment, please refer to Note 33(c).

21. DEPOSIT, PREPAYMENT AND OTHER RECEIVABLES

	2022 **HK$'000**	2021 HK$'000
Deposits	**4,897**	5,259
Prepayment	**3,518**	5,307
Other receivables	**647**	191
	9,062	10,757

22. CASH AND CASH EQUIVALENTS

	2022 **HK'000**	2021 HK'000
Cash at banks		
Cash and cash equivalents	**62,428**	36,192

Notes:

(a) The cash and cash equivalents are denominated in HK$ as at 31 March 2022 and 2021.

(b) Cash at banks earns interest at floating rates based on daily bank deposit rates.

23. ACCRUALS AND OTHER PAYABLES

	2022 HK$'000	2021 HK$'000
Accruals	**1,785**	6,812
Provision for severance payment *(note i)*	**2,982**	2,521
Other payables	**3**	65
	4,770	9,398

Note (i):

The provision for severance payments is determined with reference to the employees' remuneration and their years of services and the movements of the provision for severance payments during the year are as follows:

	Severance payments HK$'000
Cost	
At 1 April 2020	1,979
Provision for the year	542
At 31 March 2021 and 1 April 2021	2,521
Provision for the year	461
At 31 March 2022	2,982

24. AMOUNT DUE (TO)/FROM A RELATED COMPANY

	2022 **HK$'000**	2021 HK$'000
Related party:		
Hong Kong Telecommunication Direct Selling Centre Limited ("**HKT Direct Selling Centre**") *(note)*	**(175)**	1,469

Note: HKT Direct Selling Centre is a limited liability company incorporated in Hong Kong that is wholly owned by Mr. Siu.

25. CONTRACT LIABILITIES

	HK$'000
At 1 April 2020	2
Decrease in contract liabilities as a result of recognising revenues during the year that was included in the contract liabilities at the beginning of the year	(2)
Increase in contract liabilities as a result of consideration received from customers during the year	2
At 31 March 2021 and 1 April 2021	2
Decrease in contract liabilities as a result of recognising revenues during the year that was included in the contract liabilities at the beginning of the year	(2)
At 31 March 2022	–

The contract liabilities represent the Group's obligation to transfer goods for which the Group has received consideration. The contract liabilities would be recognised as revenue within one year. The Group recognises revenue when "control" of goods and services is transferred to the customers.

26. LEASE LIABILITIES

At 31 March 2022 and 2021, the Group had lease liabilities repayable as follows:

	Present value of minimum lease payments		Total minimum lease payments	
	2022	2021	**2022**	2021
	HK'000	HK'000	**HK'000**	HK'000
Leases liabilities payable				
Within one year	**3,141**	5,283	**3,196**	5,447
After 1 year but within 2 years	**504**	2,582	**508**	2,622
After 2 year but within 5 years	**–**	76	**–**	76
	3,645	7,941	**3,704**	8,145
Less: future interest expenses			**(59)**	(204)
Present value of leases liabilities			**3,645**	7,941
Presented as:				
Non-current			**504**	2,658
Current			**3,141**	5,283
			3,645	7,941

The Group entered into lease arrangements with independent third parties in relation to certain properties. The lease terms ranged from 1-2 years (2021: 2-3 years). Interest rates of underlying lease liabilities at the date of inception is 2.28% to 4.77% per annum as at 31 March 2022 (2021: 2.35% to 4.77%), respectively.

27. BANK BORROWING/BANK OVERDRAFT

	2022 **HK'000**	2021 HK'000
Unsecured bank borrowing *(note a)*	–	4,000
Unsecured bank overdraft *(notes b, c)*	–	14,864
	–	18,864

The carrying amounts of bank borrowings that contains a repayable on demand clause (shown under current liabilities) but repayable:

	2022	2021
Within one year	–	18,864
Less: amounts shown under current liabilities	–	(18,864)
Amounts shown under non-current liabilities	–	–

As at 31 March 2021, the Group had the following bank borrowings:

(a) A revolving term loan of HK$4,000,000, which is interest bearing at HIBOR plus 2.25% per annum, was guaranteed by corporate guarantee of the Company.

(b) An overdraft of HK$10,898,000 are interest bearing at HIBOR plus 3% per annum on the outstanding amount from drawdown until repayment in full, guaranteed by the corporate guarantee of the Company.

(c) An overdraft of HK$3,966,000 are interest bearing at 1 month HIBOR plus 2.5% per annum on the outstanding amount from drawdown until repayment in full, guaranteed by the corporate guarantee of the Company.

All bank borrowings and bank overdraft are denominated in Hong Kong dollar.

28. SHARE CAPITAL

	As at 31 March 2022		As at 31 March 2021	
	Number of shares	Nominal value HK'000	Number of shares	Nominal value HK'000
Authorised:				
At the beginning and the end of year of nominal value of HK$0.01 each	**10,000,000,000**	**100,000**	10,000,000,000	100,000

	As at 31 March 2022		As at 31 March 2021	
	Number of share	Nominal value HK'000	Number of share	Nominal value HK'000
Issued and fully paid:				
At the beginning and the end of year of nominal value of HK$0.01 each	**400,000,000**	**4,000**	400,000,000	4,000

29. SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was conditionally adopted by the Company on 27 August 2018 (the "**Adoption Date**") and became effective on the Listing Date. The purpose of the Share Option Scheme is to grant options to the Eligible Participants (as defined below) as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants. Pursuant to the Share Option Scheme, the Board may, at its discretion, make offer of options to any employee (full-time or part-time), directors (including executive, non-executive or independent non-executive directors) and any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Group (the "**Eligible Participants**"). The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not, in aggregate, exceed 10% of the total number of shares in issue as at the Listing Date, i.e. 40,000,000 shares, which represents 10% of the total number of Shares in issue as at the date of this annual report unless shareholders' approval has been obtained.

29. SHARE OPTION SCHEME (CONTINUED)

The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options under the Share Option Scheme) in any 12-month period must not exceed 1% of the total number of shares in issue. Any further grant of share option in excess of such limit must be separately approved by the Shareholders in general meeting.

Where options are proposed to be granted to a substantial shareholder or an independent non-executive Director or any of their respective associates, and the proposed grant of options would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total number of shares in issue on the date of offer and having an aggregate value, based on the closing price of the shares on the date of each grant, in excess of HK$5 million, such further grant of options must be approved by the shareholders taken on a poll in general meeting.

An option may be exercised in whole or in part in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board to each grantee, the expiry date of such period not to exceed 10 years from the date of grant of the option. Unless otherwise determined by the Board, there is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

Upon acceptance of the offer, the grantee shall pay HK$1.00 to the Company by way of consideration for the grant.

The subscription price for shares in respect of any particular option shall be determined by the Board and shall be at least the highest of:–

(a) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of offer of the option;

(b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five consecutive business days immediately preceding the date of offer of the option; and

(c) the nominal value of a share.

The Share Option Scheme is valid and effective for a period of ten years commencing on 27 August 2018 (being the Adoption Date).

During the years ended 31 March 2022 and 2021, the Company did not grant any share option under the share option scheme.

30. RETIREMENT BENEFIT PLANS

Defined contribution scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (the "**mandatory contributions**"). The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

During the years ended 31 March 2022 and 2021, the Group had no forfeited contributions under the MPF Scheme utilised to reduce the existing levels of contributions. As at 31 March 2022 and 2021, there was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce the contribution payable in the future years.

The contributions paid and payable to the schemes by the Group are disclosed in note 10 to the consolidated financial statements.

31. MATERIAL RELATED PARTY TRANSACTIONS

(a) Name of related parties and relationship with the Group

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family member of the Group are also considered as related parties.

Name	Relationship
Mr. Siu	Ultimate owner of the Company
Lung Shun Holdings Ltd ("**Lung Shun**")	50% owned by Mr. Siu and 50% owned by Mrs. Siu
Hung Sang Group Ltd ("**Hung Sang**")	50% owned by Mr. Siu and 50% owned by Mrs. Siu
HKT Direct Selling Centre	Wholly owned by Mr. Siu

31. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel

The directors of the Company are identified as key management members of the Group and their compensation during the reporting period is set out in note 11 to the consolidated financial statements.

(c) Significant transactions with related party

Other than the transactions and balances disclosed elsewhere in the consolidated financial statement, the Group had the following transactions with related parties during the reporting period:

	2022 HK$'000	2021 HK$'000
Consignment income received from HKT Direct Selling Centre	**634**	967

	Amount owed by the Group as at 31 March		**Related interest expense for the year ended 31 March**	
	2022 HK'000	2021 HK'000	**2022 HK'000**	2021 HK'000
Lease liabilities *(note i)*	**–**	719	**6**	55

Note:

(i) In September 2021, the Group entered into leases with Lung Shun and Hung Sang respectively. Both lease contracts are in fixed term of 1 year. The amount of lease payable by the Group under the lease is HK$75,000 and HK$62,000 per month respectively, which were determined with reference to market rent. During the year ended 31 March 2022, the expenses relating to short-term leases are HK$525,000 and HK$434,000 respectively.

The details of connected transactions are included in the Report of Directors.

32. CAPITAL COMMITMENTS

As at 31 March 2022, the Group did not have any capital commitments (31 March 2021: HK$300,000) in respect of acquisition of property, plant and equipment.

33. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close cooperation with the board of directors. Overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimizing its exposure to financial markets.

(a) Categories of financial assets and liabilities

	2022 **HK$'000**	2021 HK$'000
Financial assets		
Financial assets at fair value through profit or loss	**2,167**	2,163
At amortised costs		
– Trade receivables	**219**	857
– Deposits and other receivables	**5,544**	5,450
– Amount due from a related Company	**–**	1,469
– Cash and cash equivalents	**62,428**	36,192
	70,358	46,131
Financial liabilities		
At amortised costs		
– Accrual and other payables	**1,788**	6,877
– Lease liabilities	**3,645**	7,941
– Amount due to a related Company	**175**	–
– Bank overdraft	**–**	14,864
– Bank borrowing	**–**	4,000
	5,608	33,682

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank balances, bank borrowings and bank overdraft. Bank borrowings and bank overdraft bearing variable rates expose the Group to cash flow interest rate risk. The Group does not have a formulated policy to manage the interest rate risk but will closely monitor the interest rate risk exposure in the future.

At 31 March 2022 and 2021, the Group assesses the exposure to interest rate risk of bank balances is insignificant and thus no sensitivity analysis is presented.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates on bank borrowings and bank overdraft. The analysis is prepared assuming the bank borrowings and bank overdraft outstanding at the ended of each reporting period were outstanding for the whole year. A 50 basis point increase or decrease throughout the reporting period is used internally for assessment of possible change in interest rate.

For the variable-rate bank borrowings, if interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2021 would decrease/increase by approximately HK$17,000. For the variable-rate bank overdraft, if interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2021 would decrease/increase by approximately HK$62,000 This is mainly attributable to the Group's exposure to interest rates on its bank borrowings and bank overdraft.

Foreign currency risk

The Group carries on its trading transactions mainly in HK$. The Company is mainly operated in its local jurisdiction with most of the transactions settled in its functional currencies of the operations and did not have significant exposure to risk resulting from changes in foreign currency exchange risk. The exposure of foreign currency risk is insignificant to the Group. Accordingly, no sensitivity analysis is presented.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk

In respect of trade receivables, credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay length of the overdue period and whether disputes with the relevant debtors and take into account information specific to the customer. Normally, the Group requests the customers to pay sales deposits to reduce the credit risk exposures.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to trade receivables because these customers consist with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. Trade receivables are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. As the estimated loss rate is minimal, the director are of the opinion that no provision are made for lifetime ECL.

The Group has concentration risk on trade receivables from Customer A, the major customer of the Group for the year ended 31 March 2022 and 2021. During the year ended 31 March 2022, 81% of the trade receivables were from Customer A (2021: 94%). Customer A has no significant defaults in the past. Base on the Group's historical experience and forward-looking elements in collection of trade receivables falls within the recorded allowances and the directors are of the opinion that no allowance for ECL is required.

The credit risk for cash and bank balances is considered minimal as such amounts are placed in banks with good credit ratings assigned by international credit rating agencies. Based on the average loss rate, the 12-month ECL on bank balances is considered to be insignificant, therefore no loss allowance was recognised.

For other receivables and amount due from a related Company, the management of the Group makes periodic collective as well as individual assessment on the recoverability based on historical settlement records and past experience with available reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

For the year ended 31 March 2022 and 2021, the Group assessed the ECL for other receivables and amounts due from a related Company are insignificant and thus no loss allowance is recognised.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Liquidity risk

The management of the Group has built a liquidity risk management framework for managing the Group's short and medium-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining bank facilities and by continuously monitoring forecasted and actual cash flows and the maturity profiles of its financial liabilities.

	Weighted average effective interest rate	On demand or within 1 year	Over 1 year but within 2 years	Over 2 years but within 5 years	Total undiscounted cash flow	Total carrying amount
	%	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-derivative financial liabilities						
At 31 March 2022						
Accruals and other payables	–	1,788	–	–	1,788	1,788
Lease liabilities	2.30	3,196	508	–	3,704	3,645
Amount due to a related company	–	175	–	–	175	175
		5,159	508	–	5,667	5,608
At 31 March 2021						
Accruals and other payables	–	6,877	–	–	6,877	6,877
Lease liabilities	3.53	5,447	2,622	76	8,145	7,941
Bank overdraft	2.86	15,289	–	–	15,289	14,864
Bank borrowing	2.37	4,095	–	–	4,095	4,000
		31,708	2,622	76	34,406	33,682

(e) Fair values measurements of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and

- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair values measurements of financial instruments (Continued)

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

For financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the input to the fair value measurements in its entirety.

The table below gives the information about how the fair value of these financial assets and financial liabilities that are measured at fair value on a recurring basis are determined (in particular, the valuation technique(s) and inputs used).

The different levels are defined as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Financial asset	**Fair value at 31 March 2021** HK$'000	**Fair value at 31 March 2022** HK$'000	**Fair value hierarchy**	**Valuation technique and key input(s)**
Club debentures	2,163	2,167	Level 2	Market approach – reference to saleable price of club debentures of similar nature

There was no transfer between Level 1 and Level 2 during the years ended 31 March 2022 and 2021.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The above table gives information about how the fair value of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Group's consolidated statements of financial position approximate of their fair values.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's statement of cash flows from financing activities.

	Lease liabilities HK$'000	**Borrowing** HK$'000	**Bank overdraft** HK$'000	**Total** HK$'000
At 1 April 2020	5,092	–	–	5,092
Accrued interest	267	81	140	488
Interest paid	–	(81)	(140)	(221)
Additional lease liabilities	7,388	–	–	7,388
New bank loan raised	–	12,000	–	12,000
Repayment of bank loans	–	(8,000)	–	(8,000)
Drawdown of bank overdrafts	–	–	14,864	14,864
Financing cash outflows	(4,806)	–	–	(4,806)
At 31 March 2021 and 1 April 2021	7,941	4,000	14,864	26,805
Accrued interest	170	18	72	260
Interest paid	–	(18)	(72)	(90)
Additional lease liabilities	1,125	–	–	1,125
Repayment of bank loans	–	(4,000)	–	(4,000)
Financing cash outflows	(5,591)	–	(14,864)	(20,455)
At 31 March 2022	3,645	–	–	3,645

34. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY

(a) Statement of Financial Position

	2022 HK$'000	2021 HK$'000
Current assets		
Deposits and prepayments	**26**	26
Amounts due from subsidiaries	**53,057**	42,720
Cash and cash equivalents	**18,211**	29,304
	71,294	72,050
Current liabilities		
Other payables	**1,255**	1,866
	1,255	1,866
Net current assets	**70,039**	70,184
Net assets	**70,039**	70,184
Equity		
Share capital	**4,000**	4,000
Reserves	**66,039**	66,184
Total equity	**70,039**	70,184

The financial statements were approved and authorised for issue by the Board of Directors on 30 June 2022 and are signed on its behalf by:

Mr. Siu Muk Lung
Director

Mr. Chung Chi Fai
Director

34. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

(b) Reserve of the Company

	Share premium HK$'000	Retained earnings HK$'000	Total HK$'000
At 1 April 2020	65,556	550	66,106
Profit and total comprehensive income for the year	–	78	78
At 31 March 2021 and 1 April 2021	65,556	628	66,184
Loss and total comprehensive expense for the year	–	(145)	(145)
At 31 March 2022	65,556	483	66,039

Note:

i) At 31 March 2022, the Company had HK$66,039,000 (2021: HK$66,184,000) distribution reserve available for distribution to the shareholders.

35. CAPITAL RISK MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the net debt to equity ratio. For this purpose, net debt is defined as bank borrowing and bank overdraft net of cash and cash equivalent. In order to maintain or adjust the ratio, the Group may adjust the amounts of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

No changes were made to the objectives, policies or processes for managing capital during the years ended 31 March 2022 and 2021.

The Group's net debt to equity ratio at the reporting period was as follows:

	2022 **HK$'000**	2021 HK$'000
Net debt *(note)*	**–**	(17,328)
Total equity	**165,757**	146,299
Net debt to equity	**N/A**	N/A

Note: Net debts are defined to include bank borrowing and bank overdraft net of cash and cash equivalents.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 June 2022.

Financial Summary

The following is a summary of the consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements of the Group. This summary does not form part of the audited financial statements.

RESULTS

	Year ended 31 March				
	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000	2018 HK$'000
REVENUE	**183,003**	136,005	199,994	195,018	193,244
GROSS PROFIT	**59,218**	45,724	66,779	66,796	61,823
PROFIT BEFORE TAXATION	**23,296**	12,421	31,791	21,319	25,012
TAXATION	**(3,838)**	(1,663)	(5,214)	(5,373)	(5,619)
PROFIT FOR THE YEAR	**19,458**	10,758	26,577	15,946	19,393

ASSETS AND LIABILITIES

	As at 31 March				
	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000	2018 HK$'000
NON-CURRENT ASSETS	**7,018**	11,273	8,434	2,769	2,606
CURRENT ASSETS	**168,428**	171,231	177,665	150,714	72,878
TOTAL ASSETS	**175,446**	182,504	186,099	153,483	75,484
CURRENT LIABILITIES	**9,185**	33,547	48,579	4,519	12,022
NON-CURRENT LIABILITIES	**504**	2,658	1,979	–	–
TOTAL LIABILITIES	**9,689**	36,205	50,558	4,519	12,022
NET ASSETS	**16,757**	146,299	135,541	148,964	63,462