



MANSION INTERNATIONAL HOLDINGS LIMITED
民 信 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8456



Interim Report
2021/22

Your Baby
Our Vision
以愛編織 快樂未來

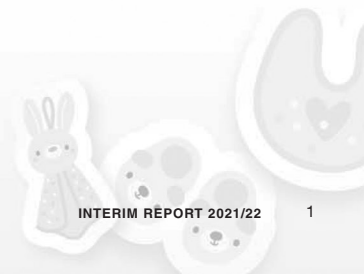
CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND “GEM”, RESPECTIVELY)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors of Mansion International Holdings Limited (the “Company” and the “Director(s)”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Desmond Lap Wai
(*Chairman and Acting Chief Executive Officer*)
Mr. Kwan Kar Man
Ms. Wong Ka Man
Mr. Yao Ruhe (appointed on 12 May 2021)

Independent Non-executive Directors

Mr. Cho Chi Kong (resigned on 1 June 2021)
Mr. Tan Yik Chung Wilson
(resigned on 27 April 2021)
Mr. Wang Rongqian
Ms. Wong Ying Yu
(appointed on 28 June 2021)
Mr. Wu Chi King
(appointed on 28 June 2021)

BOARD COMMITTEES

Audit Committee

Mr. Tan Yik Chung Wilson (*Chairman*)
(resigned on 27 April 2021)
Mr. Wu Chi King (*Chairman*)
(appointed on 28 June 2021)
Mr. Wang Rongqian
Ms. Wong Ying Yu
(appointed on 28 June 2021)
Mr. Cho Chi Kong
(resigned on 1 June 2021)

Remuneration Committee

Mr. Wang Rongqian (*Chairman*)
Ms. Wong Ying Yu
(appointed on 28 June 2021)
Mr. Wu Chi King
(appointed on 28 June 2021)
Mr. Cho Chi Kong (resigned on 1 June 2021)
Mr. Tan Yik Chung Wilson
(resigned on 27 April 2021)

Nomination Committee

Mr. Cho Chi Kong (*Chairman*)
(resigned on 1 June 2021)
Mr. Wu Chi King (*Chairman*)
(appointed on 28 June 2021)
Mr. Cheung Desmond Lap Wai
Mr. Wang Rongqian
Ms. Wong Ying Yu
(appointed on 28 June 2021)
Mr. Tan Yik Chung Wilson
(resigned on 27 April 2021)

COMPLIANCE OFFICER

Mr. Cheung Desmond Lap Wai

COMPANY SECRETARY

Mr. Kwan Kar Man

AUTHORISED REPRESENTATIVES

Mr. Cheung Desmond Lap Wai
(ceased on 7 April 2021)
Mr. Kwan Kar Man
Ms. Wong Ka Man
(appointed on 7 April 2021)

INDEPENDENT AUDITOR

Jonten Hopkins CPA Limited

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.,
148 Electric Road,
North Point,
Hong Kong

**HEADQUARTERS AND PRINCIPAL
PLACE OF BUSINESS IN HONG
KONG**

Room C, 15/F,
Roxy Industrial Centre,
58-66 Tai Lin Pai Road,
Kwai Chung,
New Territories, Hong Kong

**PRINCIPAL SHARE REGISTRAR
AND TRANSFER OFFICE IN THE
CAYMAN ISLANDS**

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

REGISTERED OFFICE

Cricket Square, Hutchins Drive,
PO Box 2681, Grand Cayman,
KY1-1111, Cayman Islands

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
DBS Bank (Hong Kong) Limited

COMPANY WEBSITE

www.mansionintl.com

STOCK CODE

8456



INTERIM RESULTS

The board of Directors (the “Board”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2021 (the “Period”), together with the comparative figures for the corresponding period in 2020, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2021

	Notes	Three months ended 30 September		Six months ended 30 September	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue	4	20,874	25,086	38,992	44,347
Cost of sales		(12,302)	(20,232)	(22,426)	(37,163)
Gross profit		8,572	4,854	16,566	7,184
Other income, gains and losses	5	(2,561)	-	(2,560)	3,105
Selling and distribution costs		(4,453)	(5,351)	(9,210)	(10,001)
Administrative and other expenses		(10,799)	(7,012)	(17,656)	(18,015)
Finance costs	6	(195)	(787)	(396)	(1,493)
Loss before tax		(9,436)	(8,296)	(13,256)	(19,220)
Income tax expense	7	-	(12)	-	(13)
Loss for the period		(9,436)	(8,308)	(13,256)	(19,233)
Other comprehensive (expense) income for the period that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of financial statements of foreign operations		(506)	1,091	(1,140)	1,099
Release of translation reserve upon disposal of subsidiaries		3,362	-	3,362	-
Total comprehensive expense attributable to owners of the Company		(6,580)	(7,217)	(11,034)	(18,134)
Loss per share:			(Restated)		(Restated)
Basic and diluted (HK cents)	9	(19.92)	(36.01)	(28.37)	(83.35)

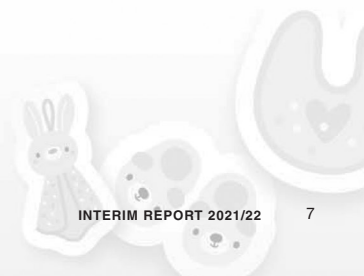
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

	<i>Notes</i>	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	<i>10</i>	475	711
Right-of-use assets	<i>11</i>	6,708	6,762
Deposits	<i>13</i>	4,133	1,015
Club debentures		820	820
		12,136	9,308
Current assets			
Inventories		17,472	20,779
Trade receivables	<i>12</i>	3,291	7,647
Deposits, prepayments and other receivables	<i>13</i>	2,480	9,192
Tax recoverable		-	385
Cash and bank balances		2,337	3,417
		25,580	41,420
Current liabilities			
Trade and bills payables	<i>15</i>	20,069	8,901
Contract liabilities	<i>16</i>	10,978	12,975
Accruals and other payables	<i>17</i>	17,898	12,321
Other borrowings	<i>18</i>	11,600	11,903
Tax payables		-	631
Provisions	<i>19</i>	1,042	16,113
Lease liabilities	<i>20</i>	6,317	7,399
		67,904	70,243
Net current liabilities		(42,324)	(28,823)
Total assets less current liabilities		(30,188)	(19,515)



	<i>Notes</i>	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Non-current liabilities			
Provision	19	215	865
Lease liabilities	20	<u>2,400</u>	<u>2,239</u>
		<u>2,615</u>	<u>3,104</u>
Net liabilities		<u>(32,803)</u>	<u>(22,619)</u>
Equity			
Equity attributable to owners of the Company			
Share capital	21	9,215	9,215
Reserves		<u>(42,018)</u>	<u>(31,834)</u>
		<u>(32,803)</u>	<u>(22,619)</u>



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2021

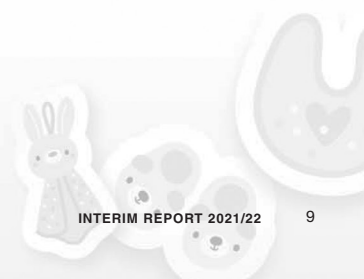
Attributable to owners of the Company

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Statutory reserve HK\$'000	Other reserve HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Total equity HK\$'000
As at 1 April 2020 (Audited)	4,615	62,131	5,987	288	8	-	1,026	(64,274)	9,781
Loss for the period	-	-	-	-	-	-	-	(19,233)	(19,233)
Other comprehensive income:									
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	1,099	-	1,099
Total comprehensive income (expense) for the period	-	-	-	-	-	-	1,099	(19,233)	(18,134)
As at 30 September 2020 (Unaudited)	4,615	62,131	5,987	288	8	-	2,125	(83,507)	(8,353)
As at 1 April 2021 (Audited)	9,215	93,224	5,987	288	8	-	(2,222)	(129,119)	(22,619)
Loss for the period	-	-	-	-	-	-	-	(13,256)	(13,256)
Other comprehensive expense:									
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	(1,140)	-	(1,140)
Release of translation reserve upon disposal of subsidiaries	-	-	-	-	-	-	3,362	-	3,362
Total comprehensive expense for the period	-	-	-	-	-	-	2,222	(13,256)	(11,034)
Equity settled share-based payment	-	-	-	-	-	250	-	-	250
Share issued upon exercise of share options (note 20)	400	450	-	-	-	(250)	-	-	600
Transaction with owners	400	450	-	-	-	-	-	-	850
As at 30 September 2021 (Unaudited)	9,615	93,674	5,987	288	8	-	-	(142,375)	(32,803)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2021

	Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Net cash from operating activities	870	6,041
Investing activities		
Interest received	2	4
Proceeds from disposal of property, plant and equipment	-	4,150
Decrease in pledged bank deposit	-	12,999
Redeemed financial assets at fair value through profit or loss	-	30,770
Deposit received related to disposal of property, plant and equipment	-	11,934
Purchases of property, plant and equipment	(5)	-
Net cash (used in) from investing activities	(3)	59,857
Financing activities		
Interest paid	(396)	(899)
Repayment of bank and other borrowings	-	(57,855)
Proceeds from bank and other borrowings	3,398	1,264
Repayment of lease liabilities	(4,949)	(8,627)
Net cash used in financing activities	(1,947)	(66,117)
Net decrease in cash and cash equivalents	(1,080)	(219)
Cash and cash equivalents at the beginning of the period	3,417	4,494
Effect of exchange rate changes on cash and cash equivalents	-	(85)
Cash and cash equivalents at the end of the period	2,337	4,190



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 17 May 2017. Its shares (the “**Shares**”) in issue are listed on GEM. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Room C, 15/F, Roxy Industrial Centre, 58-66 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the sale of baby and children garments by Original Equipment Manufacturing (“**OEM**”) and Original Brand Manufacturing (“**OBM**”).

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the Period (the “**Interim Financial Statements**”) have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The Interim Financial Statements do not include all the information required in annual consolidated financial statements in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual HKFRSs, HKASs and Interpretations issued by the HKICPA, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2021 (the “**Annual Financial Statements 2020/21**”).

The Interim Financial Statements are presented in Hong Kong dollars (“**HK\$**”) which is the functional currency of the Company’s major operating subsidiaries and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

The Group continues to adopt the going concern basis in preparing the Interim Financial Statements. The Group has continued to sustain loss for the Period. The loss for the Period amounted to approximately HK\$9,894,000 and the net current liabilities and the capital deficiency as at 30 September 2021 amounted to approximately HK\$42,324,000 and HK\$32,803,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern.



Going concern assumptions:

In preparing the Interim Financial Statements, the Directors have given careful consideration to the Group's future liquidity, performance as well as available financial resources to continue as a going concern, taking into account including but not limited to proposed external financing as set out in the section headed "Management Discussion and Analysis – EVENTS AFTER REPORTING PERIOD – Proposed Rights Issue" in this report. The directors of the Company consider that the Group will have sufficient working capital to finance its operations and to meet its financial obligations from time to time for at least the next twelve months from the date of approval of the Interim Financial Statements. Accordingly, the Interim Financial Statements have been prepared on a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the Interim Financial Statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in the Interim Financial Statements.

Significant accounting policies

In the current period, the Group has adopted all the new and revised Hong Kong HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2021. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The accounting policies applied in the Interim Financial Statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 March 2021. A number of new or amended standards are effective from 1 April 2021 but they do not have a material effect on the Interim Financial Statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Interim Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the Interim Financial Statements are consistent with those used in the Annual Financial Statements 2020/21.



4. REVENUE AND SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports reviewed by the executive Directors, who are the chief operating decision-maker, that are used to allocate resources and assess performance, which are analysed based on business as follows:

Original Equipment Manufacturing ("OEM")	OEM business directly to the overseas brand companies or designated sourcing companies mainly located in Hong Kong, the United Kingdom (the "UK") and the United States (the "US"); and
Original Brand Manufacturing ("OBM")	OBM business under our own brand "Mides" and complementary third party brand products through our self-operated retail stores and department store counters in Hong Kong, and wholesale in Hong Kong, the People's Republic of China (the "PRC") and Macau.

Segment results represents loss before tax by each segment. Unallocated expenses mainly included staff costs, legal and professional fees, repairs and maintenance, telephone expenses, travelling expenses, advertising and promotion and motor vehicle expenses. This is the measure reported to the executive Directors for the purpose of resource allocation and assessment of segment performance.

Revenue

All revenue are recognised at a point in time. An analysis of the Group's revenue for the three months and the six months ended 30 September 2021 is as follows:

	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
OEM	13,639	16,821	24,563	26,101
OBM	7,235	8,265	14,429	18,246
	20,874	25,086	38,992	44,347

Segment revenue and results

The following is an analysis of the Group's revenue and results by business.

Six months ended 30 September 2021	OEM HK\$'000 (Unaudited)	OBM HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
REVENUE, recognised at a point in time			
External sales	<u>24,563</u>	<u>14,429</u>	<u>38,992</u>
RESULTS			
Segment results	<u>1,242</u>	<u>(5,106)</u>	<u>(3,864)</u>
Bank interest income			2
Loss on disposal of subsidiaries (note 14)			(2,526)
Directors' remuneration			(418)
Finance costs			(396)
Unallocated expenses			<u>(6,054)</u>
Loss before tax			<u>(13,256)</u>
Six months ended 30 September 2020	OEM HK\$'000 (Unaudited)	OBM HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
REVENUE, recognised at a point in time			
External sales	<u>26,101</u>	<u>18,246</u>	<u>44,347</u>
RESULTS			
Segment results	<u>(9,176)</u>	<u>(2,196)</u>	(11,372)
Bank interest income			4
Change in fair value of financial assets at FVTPL			15
Directors' remuneration			(879)
Finance costs			(1,492)
Unallocated expenses			<u>(5,509)</u>
Loss before tax			<u>(19,233)</u>



5. OTHER INCOME, GAINS AND LOSSES

	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Bank interest income	1	-	2	4
Change in fair value of financial assets at FVTPL	-	-	-	15
Expected credit losses on trade receivables	(10)	-	(10)	-
Sundry income and expenses, net (Refund) receive of government subsidies	244	-	244	252
Gain on disposal of property, plant and equipment	(270)	-	(270)	2,830
Loss on disposal of subsidiaries (note 14)	-	-	-	4
	(2,526)	-	(2,526)	-
	(2,561)	-	(2,560)	3,105

6. FINANCE COSTS

	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Interests on bank borrowings	-	375	-	642
Interests on a loan from a director	-	65	-	65
Interests on other borrowings	84	188	167	369
Interests on lease liabilities	111	159	229	417
	195	787	396	1,493



7. INCOME TAX EXPENSE

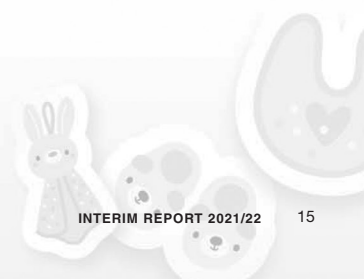
	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Current – PRC Enterprise Income Tax ("EIT") – tax for the Period	–	12	–	13
Deferred tax – charge for the Period	–	12	–	13
Income tax expense	–	12	–	13

The applicable tax rates for Hong Kong Profits Tax were calculated at 8.25% of the first HK\$2,000,000 of estimated assessable profits of the qualifying corporation and 16.5% of the remaining estimated assessable profits.

In accordance with the EIT Law of the PRC, the applicable EIT rates for domestic and foreign enterprises are unified at 25%.

8. DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (2020: Nil).



9. LOSS PER SHARE

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

	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Loss				
Loss attributable to owners of the Company for the purposes of basic and diluted loss per share (HK\$'000)	(9,436)	(8,308)	(13,256)	(19,233)
	2021	2020 (Restated)	2021	2020 (Restated)
Number of shares				
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	47,373,800	23,073,800	46,727,352	23,073,800

Diluted loss per share is same as the basic loss per share as there are no dilutive potential ordinary shares in existence during the Period and the corresponding period in 2020.

The Company has completed the share consolidation arising from capital reorganisation during the Period which is disclosed in the section headed "Management Discussion and Analysis – Share Consolidation" in this report. In calculating loss per share, the weighted average number of shares outstanding during the Period and the corresponding period in 2020 were calculated with the share consolidation at the beginning of each period.

10. PROPERTY, PLANT AND EQUIPMENT

During the Period, no property, plant and equipment was disposed (six months ended 30 September 2020: HK\$4,146,000). Also, depreciation of approximately HK\$187,000 was charged during the Period (six months ended 30 September 2020: HK\$662,000).



11. RIGHT-OF-USE ASSETS

	Office premises HK\$'000 (Note)	Warehouses and retail stores HK\$'000 (Note)	Total HK\$'000
As at 1 April 2021 (Audited)	2,397	4,365	6,762
Addition	–	3,664	3,664
Depreciation	(784)	(2,934)	(3,718)
As at 30 September 2021 (Unaudited)	1,613	5,095	6,708

Notes:

The Group has obtained the right to use other properties as offices, warehouses and retail stores through tenancy agreements. The leases typically run for an initial period of two to three years.

The Group leases a number of retail stores which contain variable lease payment terms that are based on sales generated from the retail stores and minimum annual lease payment terms that are fixed. These payment terms are common in retail stores in Hong Kong where the Group operates. During both years, none of the variable lease payment based on sales generated from the retail stores was recognised as the variable lease payment terms were not fulfilled.

Some leases include an option to renew the lease when all terms are renegotiated.

12. TRADE RECEIVABLES

The following is an aged analysis of trade receivables based on the invoice dates and net of loss allowance at the end of the reporting period:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Within 30 days	1,660	1,752
31 days to 120 days	1,414	5,315
121 days to 1 year	217	572
More than 1 year	–	8
	3,291	7,647

13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Non-current		
Rental and utilities deposits	4,133	1,015
Current		
Rental, utilities and other deposits	486	5,416
Prepayments	253	3,597
Other receivables	1,741	179
	2,480	9,192

14. LOSS ON DISPOSAL OF SUBSIDIARIES

On 30 July 2021, the Company has entered into a sales and purchase agreement with an independent third party (the “**Buyer**”) of the Group to dispose its wholly owned subsidiary, Mansion Success Holdings Limited (“**Mansion Success**”). Through this disposal, 100% directly held subsidiary by Mansion Success and its 100% indirectly held subsidiary (collectively referred to as the “**Disposal Group**”) were also disposed accordingly, at a cash consideration of HK\$50,000. The Disposal Group carried out the business of manufacturing of children wear in PRC. The disposal was completed on 13 August 2021 (the “**Completion Date**”), on which date control of the Disposal Group was passed to the Buyer.

Loss on disposal of subsidiaries amounted to HK\$2,526,000 was analysed as follows:

	For the six months ended 30 September 2021: (Unaudited) HK\$'000
Proceeds from disposal	50
Add: Net liabilities of the Disposed Group as at the Completion Date	786
Less: Cumulative exchange differences in respect of the net liabilities of the Disposal Group reclassified from equity to profit or loss on loss of control of the Disposal Group	(3,362)
	(2,526)
Loss on disposal of subsidiaries	(2,526)

15. TRADE PAYABLES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Trade payables	20,069	8,901

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Within 30 days	7,937	655
31 days to 1 year	12,132	7,777
More than 1 year	-	469
	20,069	8,901

16. CONTRACT LIABILITIES

The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of each period.

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Billing in advance of sale of goods	10,978	12,975

The Group also sells gift certificates to the customers who redeems the gift certificates for goods offered at the retail stores. The gift certificates are non-refundable and valid for one year from the date of issue.



The following is the movement in contract liabilities during the period/year:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Balance as at beginning of the period/year	12,975	97
Decrease in contract liabilities as a result of recognising revenue during the period/year that was included in the contract liabilities at the beginning of the period/year	(1,997)	(97)
Increase in contract liabilities as a result of billing in advance of sale of goods	-	12,975
Balance as at end of the period/year	10,978	12,975

The Group has applied the practical expedient to its sales contracts for the production of baby clothing and baby accessories and therefore the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for garment production that had an original expected duration of one year or less.

17. ACCRUALS AND OTHER PAYABLES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Accruals and other payables	17,898	12,321

Note: The amounts mainly represented accrued staff costs and commission.

18. OTHER BORROWINGS

On 17 May 2019, the Group entered into an agreement with a director to borrow a loan of HK\$20,000,000. The loan which matures on 30 June 2021, is unsecured and the effective interest rate is 4% per annum. On 24 April 2020, the same director has resigned and the balance was reclassified to other borrowing. As at 30 September 2021, the outstanding balance of the loan was approximately HK\$8,202,000.

On 3 August 2021, the Group entered into an agreement with an independent third party to borrow a loan of HK\$3,398,238. The loan which matured on 2 August 2022, was unsecured and the effective interest rate was 5% per annum.

19. PROVISIONS

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Analysed for reporting purpose as:		
Non-current liabilities	215	865
Current liabilities	1,042	16,113
	1,257	16,978

	Long service payment HK\$'000	Reinstatement cost HK\$'000	Litigation HK\$'000	Total HK\$'000
At 1 April 2021 (Audited)	554	1,100	15,324	16,978
Utilisation of provision	(339)	(58)	-	(397)
Settlement	-	-	(15,634)	(15,634)
Exchange realignment	-	-	310	310
As at 30 September 2021 (Unaudited)	215	1,042	-	1,257

20. LEASE LIABILITIES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Lease liabilities payable:		
Within one year	6,317	7,399
Within a period of more than one year but not exceeding two years	1,808	2,239
Within a period of more than two years but not exceeding five years	592	-
	8,717	9,638
Less: Amount due for settlement with 12 months shown under current liabilities	(6,317)	(7,399)
Amount due for settlement after 12 months shown under non-current liabilities	2,400	2,239

The incremental borrowing rates applied to lease liabilities range from 4.25% to 4.37% (31 March 2021: from 4.25% to 4.37%).

21. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Authorised:		
100,000,000 ordinary shares of HK\$0.2 each (31 March 2021: 2,000,000,000 ordinary shares of HK\$0.01 each):		
As at 1 April 2020, 31 March 2021 and 1 April 2021	2,000,000,000	20,000
Share Consolidation (<i>note b</i>)	<u>(1,900,000,000)</u>	<u>–</u>
	<u>100,000,000</u>	<u>20,000</u>
Issued and fully paid:		
48,073,800 ordinary shares of HK\$0.2 each (31 March 2021: 921,476,000 ordinary shares of HK\$0.01 each):		
As at 1 April 2020	461,476,000	4,615
Placing of new shares (<i>note a</i>)	<u>460,000,000</u>	<u>4,600</u>
As at 31 March 2021 and 1 April 2021	921,476,000	9,215
Share Consolidation (<i>note b</i>)	<u>(875,402,200)</u>	<u>–</u>
Share issued upon exercise of share options (<i>note c</i>)	<u>2,000,000</u>	<u>400</u>
	<u>48,073,800</u>	<u>9,615</u>

Note:

- (a) On 16 October 2020, the Company issued 460,000,000 new shares at a price of HK\$0.08 per share by way of placement to not less than six individuals, who and whose ultimate beneficial owners are independent third parties. The net proceeds from the placing of new shares amounted to approximately HK\$35,693,000.
- (b) On 17 June 2021, every twenty issued shares of the Company were consolidated into one consolidated share and fractional consolidated shares arising from the Share Consolidation have been disregarded.
- (c) The total of 400,000 share options were exercised by an eligible employee on 28 July 2021 and the Shares were issued and allotted on 30 July 2021. The rest of 1,600,000 share options were exercised by the eligible Directors and employees on 30 July 2021 and the Shares were issued and allotted on 3 August 2021.

22. RELATED PARTY TRANSACTIONS

During the Period, the Group entered into the following transactions with related parties:

(i) *Related party transactions*

	Three months ended 30 September		Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Interest on a loan from a director	-	65	-	65

(ii) *Compensation of key management personnel*

The emoluments of executive Directors who are also identified as members of key management of the Group during the Period were approximately HK\$268,000 (six months ended 30 September 2020: HK\$875,000).



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the sale of baby and children garments by OEM and OBM. In 2021, the threat of the COVID-19 seriously disrupted a wide range of local economic activities and supply chains in the Asian region. The epidemic even evolved into a pandemic during the Period, sending a severe shock to the global economy.

For our OEM business, the Group sells its OEM goods to the customers in Hong Kong and exports to overseas mainly the United Kingdom (the “**UK**”) and the United States of America (the “**US**”). The OEM revenue decreased in the Period caused by the threat of the COVID-19.

For our OBM business, the Group sells its OBM goods through the self-operated retail stores and department store counters in Hong Kong and the People’s Republic of China (the “**PRC**”). During the Period, due to the threat of COVID-19, OBM revenue in Hong Kong and the PRC have declined significantly.

FINANCIAL REVIEW

Revenue

The Group’s revenue decreased by approximately 12.0% to approximately HK\$39.0 million for the Period as compared to that of approximately HK\$44.3 million for the six months ended 30 September 2020 (the “**Corresponding Period**”).

The revenue of the Group’s OEM business decreased by approximately 5.7% to approximately HK\$24.6 million for the Period as compared to that of approximately HK\$26.1 million for the Corresponding Period. Such decrease was mainly due to the threat of COVID-19.

The revenue of the Group’s OBM business decreased by approximately 20.9% to approximately HK\$14.4 million for the Period as compared to that of approximately HK\$18.2 million for the Corresponding Period. Such decrease was mainly due to the willingness of spending by the consumers, which is affected by the pandemic of COVID-19. However, the Group believed that the disbursement of HK\$5,000 electronic consumption vouchers will stimulate the consumers’ spending on the sales products of the Group in coming periods.



Cost of sales, gross profit and gross profit margin

The Group's cost of sales decreased by approximately 39.8% to approximately HK\$22.4 million for the Period as compared to that of approximately HK\$37.2 million for the Corresponding Period which is due to the Group has reduced the cost of sales by restructuring the production by working with other manufacturers in Hong Kong for the OEM business instead of manufacturing by its own factory in the PRC during the Period. The Group's gross profit increased by approximately 1.3 times to approximately HK\$16.6 million for the Period as compared to that of approximately HK\$7.2 million for the Corresponding Period, resulting from the significant decrease in the Group's cost of sales and it leads the Group's gross profit margin also increased from 16.2% to 42.5% for the Period.

Expenses

The Group's selling and distribution costs decreased by approximately 8.0% to approximately HK\$9.2 million for the Period as compared to those of approximately HK\$10.0 million for the Corresponding Period. Such decrease was mainly due to the decrease in the sales revenue for the Period. The Group's administrative and other expenses decreased by approximately 1.7% to approximately HK\$17.7 million for the Period as compared to those of approximately HK\$18.0 million for the Corresponding Period. Such decrease was mainly due to the Group's cost controls on operating costs in order to improve the Group's operating performance.

Finance costs

The Group's finance costs decreased by approximately 73.5% or HK\$1.1 million to approximately HK\$396,000 during the Period as compared to those of approximately HK\$1.5 million for the Corresponding Period. The decrease in finance cost due to the Group has settled certain borrowings during the year ended 31 March 2021.

Loss before tax

The Group's loss before tax decreased by approximately 30.7% to approximately HK\$13.3 million for the Period as compared to that of approximately HK\$19.2 million for the Corresponding Period. Such decrease was mainly due to the significant increase of the gross profit during the Period.



DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (2020: Nil).

OUTLOOK

Under the economic impacts of COVID-19, there is a decrease in OEM business of the Group which is caused by the threat of the COVID-19. Looking forward, the Board believes that the performance of OEM business of the Group will be dependent on the pandemic of COVID-19. Besides, persistently tense economic, trade and political relations between the PRC and the US, geopolitical tensions, and global financial market volatility also continue to warrant attention. OEM performance is thus expected to remain under pressure in the coming periods.

OBM sales continued to drop during the Period, as the COVID-19 pandemic and resulting anti-pandemic measures brought inbound tourism to a standstill and seriously disrupted consumption-related activities. The business environment for OBM will remain very difficult in the near term amid the deep economic recession.

The potential impact of the COVID-19 on the global economy is tremendous but still uncertain. Concerns about the impact from the COVID-19 heighten, and these weigh on the corporate earnings and the global economic outlook. The negative effect resulting from the COVID-19 is largely dependent on the situation and the duration of the pandemic development. Future adverse changes in economic conditions would negatively affect the Group's financial position and performance. The Group will continue to monitor the development and the volatile market conditions.

Looking ahead to 2021/2022, in view of present economic uncertainty and difficulties, the Group is reviewing its existing assets structure and business strategies and may make adjustment to our existing assets structure, with the aim to consolidate our resources, so as to be flexibly prepared for uncertainties in the future. At the same time, the Group will strictly adhere to its cost control policy and swiftly adjust business strategies of our business in response to ever-changing market dynamics.

Finally, the Group foresees that global economy will be getting better in year 2021/2022 as a result of the disbursement of HK\$5,000 electronic consumption vouchers from government and the continued COVID-19 vaccination. We will actively explore all suitable investment opportunities to diversify the Group's business horizons and will work hard to strengthen overall business development in order to generate better financial returns for shareholders.



IMPORTANT EVENT DURING THE PERIOD

Share Consolidation

Reference is made to the announcement of the Company dated 14 May 2021, the Board proposed that every twenty (20) issued and unissued existing Shares of a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated Share of a par value of HK\$0.2 each in the share capital of the Company (the “**Share Consolidation**”). The Share Consolidation was approved by the shareholders of the Company (the “**Shareholders**”) at the extraordinary general meeting of the Company held on 15 June 2021 and became effective on 17 June 2021. Upon completion of the Share Consolidation, the Company’s share capital consists of 100,000,000 consolidated Shares of HK\$0.2 each. As at 30 September 2021, the Company’s issued share capital was HK\$9,614,760 and the number of its issued Shares was 48,073,800 of HK\$0.2 each.

Details of the Share Consolidation were disclosed in the announcements of the Company dated 14 May 2021 and 15 June 2021 and the circular of the Company dated 24 May 2021.

Save as disclosed above, the Group did not have any important event during the Period.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group’s sources of funds were mainly cash generated from operations for the Period. As at 30 September 2021, the Group had cash and bank balances of approximately HK\$2.3 million (31 March 2021: approximately HK\$3.4 million).

As at 30 September 2021, the Group’s other borrowings amounted to approximately HK\$11.6 million (31 March 2021: HK\$11.9 million). The Group’s other borrowings are unsecured, repayable on demand or within one year and denominated in Hong Kong Dollars, and bear interest from 4% to 5% (31 March 2021: 0% to 5%) per annum.

The current ratio was 0.4 as at 30 September 2021 (31 March 2021: 0.6) and no gearing ratio was presented as at 30 September 2021 and 31 March 2021 due to the net liabilities position of the Group as at 30 September 2021 and 31 March 2021.

The Group did not use any financial instruments for hedging purposes during the Period (31 March 2021: Nil). As at 30 September 2021, the share capital and capital deficiency amounted to approximately HK\$9.2 million and HK\$32.8 million respectively (31 March 2021: share capital and capital deficiency of HK\$9.2 million and HK\$22.6 million respectively).

CAPITAL COMMITMENTS

The Group did not have any significant capital commitments as at 30 September 2021 (31 March 2021: Nil).

CHARGE OVER ASSETS OF THE GROUP

The group did not have any charge over assets of the Group as at 30 September 2021 (31 March 2021: Nil).



ACQUISITIONS AND DISPOSALS

Disposal of subsidiaries

On 30 July 2021, the Company has entered into a sales and purchase agreement with an independent third party (the “**Buyer**”) of the Group, to dispose of its wholly-owned subsidiary, Mansion Success Holdings Limited (“**Mansion Success**”). Through this disposal, 100% directly held subsidiary by Mansion Success and its 100% indirectly held subsidiary (collectively referred to as the “**Disposal Group**”) were also disposed accordingly, at a cash consideration of HK\$50,000. The Disposal Group carried out the business of manufacturing of children wear in the PRC. The disposal was completed on 13 August 2021, on which date control of the Disposal Group was passed to the Buyer.

Save as disclosed above, the Group did not have any acquisitions and disposals of subsidiaries, associates and joint ventures during the Period.

MATERIAL INVESTMENTS, AND PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

As at 30 September 2021, the Group does not have any material investments and future plans for material investments or capital assets.

CONTINGENT LIABILITIES

As at 30 September 2021, the Group had no material contingent liabilities (31 March 2021: Nil).

EVENTS AFTER REPORTING PERIOD

Grant and exercise of the share options

At 5 October 2021, the Company granted a total of 4,807,380 share options to 10 employees (the “**Grantees**”), who are the eligible participants to subscribe for Shares of HK\$0.2 each under the share option scheme of the Company, subject to acceptance of the Grantees and the payment of HK\$1.00 by each of the Grantees upon acceptance of the share option and the exercise price of the share options granted was HK\$0.479 per Share. The validity period of the share options are from 5 October 2021 to 4 October 2031. Details are set out in the announcement of the Company dated 5 October 2021.

As at the date hereof, 4,807,380 share options were exercised by the Grantees on 15 October 2021 and 19 October 2021 respectively, and the Shares were issued and allotted on 18 October 2021 and 22 October 2021.



Proposed increase in Authorised Share Capital

In order to accommodate the growth of the Group and to provide the Company with greater flexibility to raise funds by the rights issue, the Board proposes to seek the approval by way of ordinary resolution by the Shareholders at the extraordinary general meeting (the “**EGM**”) for an increase in its authorised share capital from HK\$20,000,000 divided into 100,000,000 Shares to HK\$100,000,000 divided into 500,000,000 Shares by creating an additional 400,000,000 unissued Shares (the “**Authorised Share Capital**”). The Board believes the increase in Authorised Share Capital are in the interests of the Company and the Shareholders as a whole. Up to the date hereof, proposed increase in Authorised Share Capital has not yet been completed. Further details of this transaction are set out in the announcement of the Company dated 5 November 2021.

Proposed Rights Issue

Conditional upon the increase in Authorised Share Capital as mentioned above becoming effective and the approval by the independent Shareholders at the EGM, the Board proposed to raise gross proceeds of approximately HK\$55.5 million on the basis of three (3) rights shares for every one (1) existing Share held on the record date by issuing 158,643,540 rights shares at the subscription price of HK\$0.35 per rights share (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the record date as announced by the Company from time to time subject to the approval of Stock Exchange (the “**Record Date**”). The rights issue (the “**Rights Issue**”) is only available to the qualifying Shareholders and will not be extended to the excluded Shareholders. The estimated net proceeds (after the deduction of the costs and expenses which the Company will incur in the Rights Issue) will be approximately HK\$53.4 million (assuming no further issue of new Share(s) and no repurchase of Share(s) by the Company on or before the Record Date). The Company intends to apply the net proceeds from the Rights Issue for (i) approximately HK\$15.4 million for the payment of rental expenses and management fee for the next 12 months; (ii) approximately HK\$22.0 million for the payment of salaries of the Group’s employees for the next 12 months; (iii) approximately HK\$4.9 million for the working capital for the existing OEM business; and (iv) approximately HK\$11.1 million for the repayment of part of the current debts of the Group. Up to the date hereof, the proposed Rights Issue has not yet been completed. Further details of this transaction are set out in the announcement of the Company dated 5 November 2021.

Save as disclosed above, there is no important event affecting the Group which have occurred since 30 September 2021.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2021, the Group had about 65 (31 March 2021: 63 in Hong Kong and the PRC) employees working in Hong Kong. As the guiding principles, the Group uses its best endeavours offer to the most competitive compensation to our employees based on factors, including their qualifications, experience, responsibilities and performance, and treats all of our staff equally and fairly. The Group provides a safe and equal-working environment.



Our employees are compensated with a fair and equitable manner, and the opportunity to grow and excel with the Group through continuous learning at all levels. Our employees are entitled to mandatory provident fund scheme, medical insurance and statutory holidays. The Group rewards employees with competitive remuneration, including salaries, allowance and performance bonus. Furthermore, the Company has adopted a share option scheme to reward the eligible participants for their contribution to the Group. The Group also provides internal training to our staff to enhance their technical and product knowledge.

FUND RAISING ACTIVITIES

During the Period, the Group did not conduct any fund raising activities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

MANAGEMENT CONTRACT

No contracts, other than the executive Directors' employment contracts, concerning the management of the Company and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Period.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company, or its holding company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director and his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the six-month period or at any time during the Period.

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 28 December 2017 (the "**Share Option Scheme**"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

Details of the Share Option Scheme are as follows:

1. *Purposes*

The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group.



2. *Eligible participants*

The eligible participants include any employee, any Directors, any suppliers, any customers, any person or entity that provides research, development or other technological support, any Shareholder, any adviser or consultant of the Company, any of its subsidiaries or any entity in which the Group holds an equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of the Group.

3. *Total number of Shares available for issue*

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 scheme of the Group must not in aggregate exceed 10% of the total number of Shares in issue as at 9 August 2021, being the date of approval of the refreshment of 10% general scheme limit under the Share Option Scheme by the Shareholders (i.e. 4,807,380 Shares, representing approximately 10% of the total number of Shares in issue as at 9 August 2021).

4. *Maximum entitlement of each participant*

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme (including both exercised and outstanding options) to each participant in any 12-month period must not exceed 1% of the Shares in issue for the time being (the “**Individual Limit**”). Any further grant of options to a participant in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders’ approval in the general meeting of the Company with such participant and his/her associates abstaining from voting.

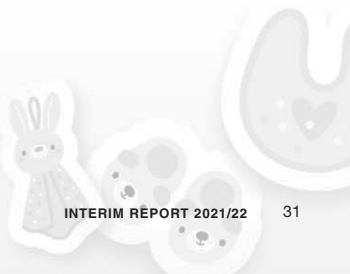
Where any grant of options to a substantial Shareholder or an independent non-executive Director (the “**INED**”) or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by the Shareholders.

5. *Period of the Share Option Scheme*

The Share Option Scheme will remain in force for a period of ten years commencing on 28 December 2017, being the date of adoption of the Share Option Scheme, to 27 December 2027.

6. *Time of acceptance of the offer*

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.



7. *Minimum period for which an option must be held before it can be exercised*

There is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised unless otherwise determined by the Directors and stated in the offer for the grant of options to a grantee.

8. *Consideration for the option*

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

9. *Subscription price for Shares*

The subscription price for the Shares under the Share Option Scheme will be a price determined by the Director, but shall not be less than the highest of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of the grant; and (c) the nominal value of a Share.

10. *Transfer or assignment*

An option is personal to the grantee and shall not be transferable or assignable.

11. *Termination of the Share Option Scheme*

The Company may by resolution in the general meeting at any time terminate the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

Details of movements in the Company's share options for the Period are as follows:

Date of grant	Exercisable period (both dates inclusive)	Exercise price per shares HK\$	Number of share options					Outstanding as at 30 September 2021	
			Outstanding at 1 April 2021	Granted during the Period	Lapsed during the Period	Cancelled during the Period	Exercised during the Period		
Executive Director									
Ms. Wong Ka Man	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	400,000	-	-	(400,000)	-
Mr. Yao Ruhe	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	400,000	-	-	(400,000)	-
Employees	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	1,200,000	-	-	(1,200,000)	-
				-	2,000,000	-	-	(2,000,000)	-

Note:

The total of 400,000 share options were exercised by an eligible employee on 28 July 2021 and the Shares were issued and allotted on 30 July 2021. The rest of 1,600,000 share options were exercised by the eligible Directors and employees on 30 July 2021 and the Shares were issued and allotted on 3 August 2021.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the interests of the Directors of the Company in shares, underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long positions in shares and underlying shares of the Company

Name	Capacity	Number of ordinary Shares held	Approximate percentage of the issued share capital of the Company as at 30 September 2021
Ms. Wong Ka Man	Beneficial owner	400,000	0.83%
Mr. Yao Ruhe	Beneficial owner	400,000	0.83%

Save as disclosed above, none of the Directors and chief executive of the Company had any interests or short position in the shares, underlying shares or debentures of the Company or its associated corporation as at 30 September 2021.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2021, the Company had not been notified by any persons (other than the Directors whose interests were disclosed above) who had interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of and complied with the applicable code provisions of the Corporate Governance Code as contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”) during the Period and up to the date hereof, save for the deviations from code provisions A.2.1 and A.6.7 of the CG Code as disclosed below. The Company periodically reviews its corporate governance practices to ensure that it continues to meet the requirements of the CG Code.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Cheung Desmond Lap Wai (“**Mr. Cheung**”), the acting chief executive officer (the “**CEO**”), was appointed as the chairman on 21 May 2020. He is mainly responsible for overseeing the financial and accounting, human resources and administrative matters as well as the OBM business of the Group. In view of Mr. Cheung’s aforesaid responsibilities and extensive experience and working knowledge in the Group since October 2008, the Board believed that it was in the best interest of the Group to have Mr. Cheung taking up both roles for effective management and business development. The Board considered that the balance of power and authority, accountability and independent decision-making under the above arrangement would not be impaired because of the diverse background and experience of the independent non-executive Directors. Further, the audit committee of the Company (the “**Audit Committee**”) consisted of three INEDs, and all of the INEDs have free and direct access to the Company’s external auditors and independent professional advisers when they consider necessary.

In order to maintain good corporate governance and to fully comply with code provision A.2.1 of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of chairperson and CEO separately and to make appropriate changes if considered necessary.

Code provision A.6.7 of the CG Code stipulates that INEDs and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Some individual Directors were unable to attend the annual general meeting of the Company held on 9 August 2021 or the extraordinary general meeting held on 15 June 2021 due to other business engagements. This constitutes a deviation from code provision A.6.7 of the CG Code.

The company secretary of the Company had reminded the Directors to attend general meetings in future in order to establish effective communications with the Shareholders.



CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “**Required Standard of Dealings**”). Following specific enquiries made by the Company on all the Directors, each of them has confirmed he/she had complied with the Required Standard of Dealings throughout the Period. No incident of non-compliance was noted by the Company during the Period.

COMPETING INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDER AND THEIR RESPECTIVE CLOSE ASSOCIATES

None of the Directors or the controlling Shareholder(s) or their respective close associates (as defined in the GEM Listing Rules) had interests in any business apart from the Group’s businesses which competed or was likely to compete, either directly or indirectly, with the businesses of the Group and any other conflicts of interest which any such person had or might have with the Group during the Period and up to the date hereof.

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

During the Period, the Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, as at the date hereof, there is sufficient public float of not less than 25% of the Company’s issued Shares as required under the GEM Listing Rules.

UPDATE ON DIRECTORS’ INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the change in information of the Directors for the Period and up to the date hereof is set out below:

1. Mr. Tan Yik Chung Wilson has resigned as an INED, chairman of the audit committee of the Company (the “**Audit Committee**”), and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) with effect from 27 April 2021.
2. Mr. Yao Ruhe was appointed as an executive Director with effect from 12 May 2021.
3. Mr. Cho Chi Kong has resigned as an INED, chairman of the Nomination Committee, and a member of each of the Remuneration Committee and Audit Committee with effect from 1 June 2021.
4. Mr. Wu Chi King was appointed as an INED, chairman of the Audit Committee and Nomination Committee, and a member of the Remuneration Committee with effect from 28 June 2021.
5. Ms. Wong Ying Yu was appointed as an INED and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 28 June 2021.

REVIEW OF FINANCIAL STATEMENTS

The Company established the Audit Committee on 26 January 2018 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting, and oversee internal control and risk management procedures of the Group.

The Audit Committee currently comprises three INEDs, namely Mr. Wu Chi King, Mr. Wang Rongqian and Ms. Wong Ying Yu. Mr. Wu Chi King is the chairman of the Audit Committee. The Audit Committee has reviewed this report, including the unaudited condensed consolidated results of the Group for the Period and discussed with the management of the Company the accounting principles and practices adopted by the Group as well as internal controls and other financial reporting matters. The Audit Committee is of the opinion that the preparation of such results have complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board
Mansion International Holdings Limited
Cheung Desmond Lap Wai
*Chairman, Executive Director and
Acting Chief Executive Officer*

Hong Kong, 12 November 2021

As at the date hereof, the executive Directors are Mr. Cheung Desmond Lap Wai (chairman and acting chief executive officer), Mr. Kwan Kar Man, Ms. Wong Ka Man and Mr. Yao Ruhe; and the INEDs are Mr. Wang Rongqian, Ms. Wong Ying Yu and Mr. Wu Chi King.

This report will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This report will also be published and will remain on the Company's website at www.mansionintl.com.

