



Man Shing Global Holdings Limited 萬成環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 8309)

2021

THIRD QUARTERLY REPORT



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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

The board (the “**Board**”) of Directors is pleased to present the unaudited condensed consolidated results of our Group for the three months and nine months ended 31 December 2021, together with the comparative unaudited figures for the corresponding periods in 2020.

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the three months and nine months ended 31 December 2021

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue	3	189,490	140,872	454,693	432,724
Cost of sales		(171,321)	(121,687)	(413,621)	(375,648)
Gross profit		18,169	19,185	41,072	57,076
Other income	4	41	5,000	1,366	12,333
Administrative expenses		(12,682)	(15,142)	(34,998)	(38,281)
Finance costs	5	(567)	(411)	(1,501)	(1,618)
Profit before tax		4,961	8,632	5,939	29,510
Income tax recoverable/(expenses)	6	1,177	(822)	604	(3,559)
Profit and total comprehensive income for the period	7	6,138	7,810	6,543	25,951
Earnings per shares (HK cents)					
Basic and diluted	8	1.02	1.30	1.09	4.33



Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2021

	Share Capital HK\$'000	Share Premium HK\$'000	Other Reserve HK\$'000 (Note i)	Retained Earnings HK\$'000	Total Equity HK\$'000
Balance as at 1 April 2021	6,000	42,463	110	52,934	101,507
Profit for the period	–	–	–	6,543	6,543
Dividend approved	–	–	–	(9,000)	(9,000)
Balance as at 31 December 2021 (Unaudited)	6,000	42,463	110	50,477	99,050
Balance as at 1 April 2020	6,000	42,463	110	24,319	72,892
Profit for the period	–	–	–	25,951	25,951
Balance as at 31 December 2020 (Unaudited)	6,000	42,463	110	50,270	98,843

Note:

- (i) Other reserve represents the difference between the nominal value of the issued capital of subsidiaries acquired pursuant to a group reorganisation over the consideration paid for acquiring these subsidiaries.



Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 31 December 2021

1. GENERAL INFORMATION

The Company was incorporated on 18 March 2016 in the Cayman Islands as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and the shares of the Company have been listed on the GEM of the Stock Exchange since 13 April 2017.

The Directors consider the ultimate controlling parties during the nine months ended 31 December 2021 were Mr. Wong Man Sing, Mr. Wong Chong Shing and Mr. Wong Chi Ho (the “**Controlling Shareholders**”). The addresses of the registered office and the principal place of business of the Company are disclosed in the corporate information section in the Company’s annual report for the year ended 31 March 2021.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are the provision of (i) environmental cleaning solutions including street cleaning solutions, building cleaning solutions, bus and ferry cleaning solutions and other cleaning services which included, among others, refuse collection and waste disposal services, sewage management and pest control and fumigation services; and (ii) property management services.

These unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) which is same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

2. BASIS OF PREPARATION

The unaudited condensed consolidated third quarterly results of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”), the requirements of the Hong Kong Companies Ordinance (“**HKCO**”) Cap. 622 and the GEM Listing Rules.

The unaudited condensed consolidated third quarterly results do not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended 31 March 2021, which have been prepared in accordance with HKFRS.

The unaudited condensed consolidated third quarterly results have been prepared on the historical cost basis.

The third quarterly results are unaudited and have not been reviewed by the Group’s auditors but have been reviewed by the audit committee of the Company (the “**Audit Committee**”).



3. REVENUE

Revenue represents the amount received and receivable for rendering of (i) cleaning and related services; and (ii) property management services. An analysis of the Group's revenue is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Street cleaning solutions	137,534	100,048	300,153	311,689
Building cleaning solutions	23,945	19,818	65,885	64,215
Bus and ferry cleaning solutions	14,051	9,535	49,752	29,342
Other cleaning services	11,746	11,471	32,575	27,478
Property management services	2,214	–	6,328	–
	189,490	140,872	454,693	432,724

4. OTHER INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Government subsidies from the Anti-epidemic Fund	–	9	–	2,340
Government subsidies from the Employment Support Scheme	–	4,969	–	9,799
Disposal of fixed asset	–	–	1,165	5
Bank interest income	10	6	34	70
Sundry income	31	16	167	119
	41	5,000	1,366	12,333



5. FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Interest on:				
Bank borrowings	367	109	830	721
Lease liabilities	200	302	671	897
	567	411	1,501	1,618

6. INCOME TAX EXPENSES

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Current tax:				
Hong Kong Profits Tax	1,437	672	2,263	3,618
Deferred tax	(2,614)	150	(2,867)	(59)
	(1,177)	822	(604)	3,559

Notes:

- (a) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (b) Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. For the nine months ended 31 December 2021 and 2020, Hong Kong Profits Tax of the qualified entity is calculated in accordance with the two-tiered profits tax rates regime. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5% (nine months ended 31 December 2020: 16.5%).



7. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Staff costs (including directors' remuneration)				
Wage, salaries and other benefits	142,018	106,122	344,052	325,851
Retirement benefit scheme contributions	3,978	2,627	9,493	8,236
Provision for long service payments	381	1,411	5,782	4,219
Provision for gratuity payments	6,500	–	6,500	–
Total staff costs	152,877	110,160	365,827	338,306
Auditors' remuneration	157	147	471	441
Depreciation of plant and equipment	241	303	763	902
Depreciation of right-of-use assets	2,211	1,796	5,770	5,776
Short term lease expenses	68	68	205	205



8. EARNINGS PER SHARE

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

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	6,138	7,810	6,543	25,951
	Number of shares			
	2021 '000	2020 '000	2021 '000	2020 '000
Shares Weighted average number of ordinary shares in issue during the period used in the basic and diluted earnings per share calculation	600,000	600,000	600,000	600,000

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the nine months ended 31 December 2021 and 2020.

9. DIVIDENDS

The Board does not recommend the payment of a dividend for the nine months ended 31 December 2021 (for the nine months ended 31 December 2020: Nil).

The Board recommended the payment of a final dividend of HK1.5 cents per ordinary share for the year ended 31 March 2021 on 24 June 2021, which was approved by the shareholders of the Company in the annual general meeting of the Company held on 5 August 2021. Such final dividend was fully paid to the shareholders of the Company on 20 October 2021 whose names appear on the register of members of the Company on 5 October 2021. The unaudited total amount of dividend paid during the nine months ended 31 December 2021 was HK\$9,000,000 (during the nine months ended 31 December 2020: Nil).



Management Discussion and Analysis

BUSINESS REVIEW

During the nine months ended 31 December 2021 (the “**Reporting Period**”), our Group’s revenue slightly increased by 5.1% from approximately HK\$432,723,000 to approximately HK\$454,693,000 as compared to the nine months ended 31 December 2020 (the “**Prior Period**”). Such increase was mainly attributable to (i) the increase in services contracts from bus and ferry cleaning solutions, representing an increase of revenue amounting to approximately HK\$20,410,000 as compared to the Prior Period; and (ii) the increase in other cleaning services from the private sector, representing an increase of revenue amounting to approximately HK\$5,097,000 as compared to the Prior Period.

Cleaning Solution Services

The provision of cleaning solutions services remains the main business of our Group. Our Group has been engaged in this business for over 30 years and has been steadily growing since its inception. Our business covers a comprehensive portfolio of environmental cleaning solutions, including providing street cleaning solutions, building cleaning solutions, bus and ferry cleaning solutions, waste management services, external wall and window cleaning, confined space cleaning as well as pest control and fumigation services in Hong Kong.

We have been awarded seven large scale services contracts from the government for a period of three years starting from October 2021. The award of such contracts by the government signifies their recognition of our quality service, which is able to meet their stringent requirements.

The revenue from street cleaning solutions slightly decreased from approximately HK\$311,689,000 to approximately HK\$300,153,000, representing a decrease of approximately HK\$11,536,000 or 3.7% as compared to the Prior Period. Such decrease is mainly attributable to (i) the completion of two street cleaning services contracts in the Sham Shui Po District (East) and Sham Shui Po District (West) in May 2021; and (ii) the completion of street cleaning services contract in Mongkok District (East) in August 2020, representing a decrease of revenue amounting to approximately HK\$83,059,000 as compared to the Prior Period, notwithstanding to several newly awarded street cleaning contracts from FEHD which contributed approximately HK\$75,350,000 of the Group’s revenue from street cleaning solutions for the Reporting Period.

Property Management Services

Though the revenue contributed by our property management services remains limited, it has provided a stable and steady revenue stream to our Group. We believe the property management services may pose a synergy effect on our existing cleaning solution services and become one of our main income streams in the future.

OUTLOOK

Moving forward, we remain confident about the prospects of the environmental cleaning services industry. The award of seven large scale services contracts from the government in the fourth quarter of 2021 has strengthened our Group’s business and financial status for further expansion.

We will continue to establish closer ties with our customers including both the government and customers in the private sectors to secure new projects in the industry in order to broaden our customer base. While striving to explore further business opportunities and maximize our market share in our business segments, we will continue to implement stringent internal control to enhance operational efficiency and to improve our financial position so as to maximize the return for our shareholders.



FINANCIAL REVIEW

Revenue

During the Reporting Period, our Group has recorded a revenue of approximately HK\$454,693,000 as compared to approximately HK\$432,724,000 in the Prior Period, representing an increase of approximately HK\$21,969,000, or 5.1%, as compared to the Prior Period. Such increase was mainly attributable to (i) the increase in services contracts from bus and ferry cleaning solutions, representing an increase of revenue amounting to approximately HK\$20,410,000 as compared to the Prior Period; and (ii) the increase in other cleaning services from the private sector, representing an increase of revenue amounting to approximately HK\$5,097,000 as compared to the Prior Period.

Gross Profit and Gross Profit Margin

Our Group's gross profit decreased by approximately HK\$16,004,000 or 28.0% to approximately HK\$41,072,000 for the Reporting Period from approximately HK\$57,076,000 for the Prior Period. The Group's gross profit margin for the Reporting Period was approximately 9.03%, representing a decrease of approximately 4.2% as compared to approximately 13.2% for the Prior Period. The decrease of gross profit and gross profit margin was mainly due to the increase in staff costs of approximately HK\$24,724,000 during the Reporting Period.

Other Income

Other income of our Group decreased to approximately HK\$1,366,000 for the Reporting Period from approximately HK\$12,333,000 for the Prior Period. The decrease was mainly due to (i) the government subsidies from the Anti-epidemic Fund of approximately HK\$2,340,000; and (ii) the government subsidies from the Employment Support Scheme of approximately HK\$9,799,000 received during the nine months ended 31 December 2020 and no such subsidies were received during the Reporting Period.

Administrative Expenses

Administrative expenses mainly consist of staff costs and Directors' remuneration, insurance expense, depreciation, maintenance, office supplies and transportation expense, legal and professional fee, and other administrative expenses. Administrative expenses decreased by approximately HK\$3,283,000 to approximately HK\$34,998,000 for the Reporting Period from approximately HK\$38,281,000 for the Prior Period. The decrease in administrative expenses was mainly attributable to the decrease in insurance expenses.

Finance Costs

Finance costs for our Group decreased by approximately HK\$117,000 or 7.2% to approximately HK\$1,501,000 for the Reporting Period from approximately HK\$1,618,000 for the Prior Period. The decrease was mainly attributable to the decrease in the amount of interest expenses paid for finance leases.

Net Profit

During the Reporting Period, our Group recorded a net profit attributable to owners of the Company of approximately HK\$6,543,000, representing a decrease of approximately 74.8% as compared to the net profit of approximately HK\$25,951,000 generated by the Group for the Prior Period.



DIVIDEND

The Board does not recommend the payment of a dividend for the Reporting Period (for the Prior Period: Nil).

The Board recommended the payment of a final dividend of HK1.5 cents per ordinary share for the year ended 31 March 2021 on 24 June 2021, which was approved by the shareholders of the Company in the annual general meeting of the Company held on 5 August 2021. Such final dividend was fully paid to the shareholders of the Company on 20 October 2021 whose names appear on the register of members of the Company on 5 October 2021. The unaudited total amount of dividend paid during the Reporting Period was HK\$9,000,000 (during the Prior Period: Nil).

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 December 2021, the interests and short position of the Directors and the chief executive of the Company in shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (the "SFO") which have been 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 which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long Position in the Shares

Directors	Capacity/Nature	Number of ordinary Shares	Percentage of interest
Mr. Wong Chong Shing ("Mr. C.S. Wong") (Note 1, 2)	Interest in controlled corporation; interest in persons acting in concert	369,000,000	61.50%
Mr. Wong Man Sing ("Mr. M.S. Wong") (Note 1, 3)	Interest in controlled corporation; interest in persons acting in concert	369,000,000	61.50%
Mr. Wong Chi Ho ("Mr. C.H. Wong") (Note 1, 4)	Interest in controlled corporation; interest in persons acting in concert	369,000,000	61.50%



Notes:

1. On 30 March 2016, a deed of acting in concert was entered into between Mr. C.S. Wong, Mr. M.S. Wong and Mr. C.H. Wong in which it was confirmed that in respect of Man Shing Cleaning Service Company Limited, Man Shing Environmental Company Limited and Jasen Services Limited (collectively, the “**Relevant Companies**”) during the two financial years ended 31 March 2015 and 31 March 2016 and the six months ended 30 September 2016 and thereafter from the date of the deed, the parties have been acting in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs) to jointly reach a consensus in relation to all matters in respect of the management and business operations of each of the Relevant Companies including but not limited to voting unanimously in respect of matters that require shareholders’ or directors’ approval and the execution of documents for the purpose of furthering and expanding the business operations of the Relevant Companies. By virtue of the SFO, Mr. C.S. Wong, Mr. M.S. Wong and Mr. C.H. Wong are deemed to be interested in the shares which are interested by each other.
2. 369,000,000 shares in the Company in which Mr. C.S. Wong is interested consist of (i) 175,500,000 shares held by Man Shing Global Limited, a company wholly owned by Mr. C.S. Wong, and which Mr. C.S. Wong is deemed to be interested for the purpose of the SFO; and (ii) 193,500,000 shares in which Mr. C.S. Wong is deemed to be interested as a result of being a party acting in concert with Mr. M.S. Wong and Mr. C.H. Wong. Mr. C.S. Wong is the younger brother of Mr. M.S. Wong and the uncle of Mr. C.H. Wong.
3. 369,000,000 shares in the Company in which Mr. M.S. Wong is interested consist of (i) 175,500,000 shares held by Lik Hang Investment Company Limited, a company wholly owned by Mr. M.S. Wong, and which Mr. M.S. Wong is deemed to be interested for the purpose of the SFO; and (ii) 193,500,000 shares in which Mr. M.S. Wong is deemed to be interested as a result of being a party acting in concert with Mr. C.S. Wong and Mr. C.H. Wong. Mr. M.S. Wong is the elder brother of Mr. C.S. Wong and the father of Mr. C.H. Wong.
4. 369,000,000 shares in the Company in which Mr. C.H. Wong is interested consist of (i) 18,000,000 shares held by Chun Shing Investment Limited, a company wholly owned by Mr. C.H. Wong, and which Mr. C.H. Wong is deemed to be interested for the purpose of the SFO; and (ii) 351,000,000 shares in which Mr. C.H. Wong is deemed to be interested as a result of being a party acting in concert with Mr. M.S. Wong and Mr. C.S. Wong. Mr. C.H. Wong is the son of Mr. M.S. Wong and the nephew of Mr. C.S. Wong.

Save as disclosed above, as at 31 December 2021, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be 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 which they were taken or deemed to have taken under such provisions of the SFO), or required to be 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 Rules 5.46 to 5.67 of the GEM Listing Rules.



B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 December 2021, so far as is known to the Directors or the chief executive of the Company, the following persons other than a Director or chief executive of the Company had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long Position in the Shares

<u>Name of Shareholders</u>	<u>Capacity/Nature</u>	<u>Number of ordinary shares</u>	<u>Percentage of interest</u>
Man Shing Global Limited (<i>Note 1</i>)	Beneficial owner	175,500,000	29.25%
Lik Hang Investment Company Limited (<i>Note 2</i>)	Beneficial owner	175,500,000	29.25%
Ms. Wong Lai Man (<i>Note 3</i>)	Interest of spouse	369,000,000	61.50%
Chun Shing Investment Limited (<i>Note 4</i>)	Beneficial owner	18,000,000	3.00%
Ms. Wan Wing Ting (<i>Note 5</i>)	Interest of spouse	369,000,000	61.50%

Notes:

1. Man Shing Global Limited is a company wholly owned by Mr. C.S. Wong, our executive Director. Accordingly, Mr. C.S. Wong is deemed to be interested in all shares in which Man Shing Global Limited is interested for the purpose of the SFO.
2. Lik Hang Investment Company Limited is a company wholly owned by Mr. M.S. Wong, our executive Director. Accordingly, Mr. M.S. Wong is deemed to be interested in all shares in which Lik Hang Investment Company Limited is interested for the purpose of the SFO.
3. Ms. Wong Lai Man, who is the spouse of Mr. M.S. Wong, is deemed to be interested in all shares in which Mr. M.S. Wong is interested.
4. Chun Shing Investment Limited is a company wholly owned by Mr. C.H. Wong. Accordingly, Mr. C.H. Wong is deemed to be interested in all shares in which Chun Shing Investment Limited is interested for the purpose of the SFO.
5. Ms. Wan Wing Ting, who is the spouse of Mr. C.H. Wong, is deemed to be interested in all shares in which Mr. C.H. Wong is interested.

Save as disclosed above, as at 31 December 2021, the Directors are not aware of any other persons (who are not Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company 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 recorded in the register required to be kept under section 336 of the SFO.



COMPETING AND CONFLICT OF INTEREST

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is likely to compete, directly or indirectly, with our Group's business, and they are not aware of any other conflicts of interest which any such person has or may have with the Group during the Reporting Period and up to the date of this report.

CHANGE IN INFORMATION OF DIRECTORS

The Company is not aware of any change in Directors' information which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules subsequent to the date of the 2021 annual report.

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

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

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted and complied with the principles and all the applicable code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 of the GEM Listing Rules.

The Company is dedicated to maintaining high standards of corporate governance practice and corporate governance principles in order to uphold the transparency of the Group and safeguard the interest of its shareholders.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the "**Code of Conduct**"). The Company has made specific enquiries to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the Reporting Period and up to the date of this report.

SHARE OPTION SCHEME

The share option scheme of the Company (the "**Share Option Scheme**") has been adopted by way of a written resolution passed by the shareholders of the Company on 20 March 2017 for the primary purposes of enabling the Company to attract, retain and motivate talented participants and, to strive for future developments and expansion of the Group. Eligible participants of the Share Option Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries. The terms of the Share Option Scheme are made in accordance with the provision of Chapter 23 of the GEM Listing Rules.

As at 31 December 2021, no share options had been granted under the Share Option Scheme.



SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and to the best of the knowledge of the Directors, the Directors confirm that there is sufficient public float of at least 25% of the Company's issued shares as required under the GEM Listing Rules as at the date of this report.

AUDIT COMMITTEE

An Audit Committee has been established with its terms of reference in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules, and paragraphs C.3.3 and C.3.7 of the CG Code. As at the date of this report, the Audit Committee consists of three members, namely Mr. Au-Yeung Tin Wah, Mr. Lee Pak Chung and Mr. Chiu Ka Wai, all being independent non-executive Directors. Mr. Au-Yeung Tin Wah currently serves as the chairman of the Audit Committee.

The Audit Committee assists the Board in fulfilling its responsibilities by (i) supervising and providing an independent review of the financial reporting process of the Group; and (ii) monitoring and evaluating the effectiveness of the internal controls of our Group as well as the adequacy of the external and internal audits.

The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2021 have not been audited by the auditors of the Company but have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements had been prepared in compliance with the applicable accounting principles and requirements of the GEM Listing Rules.

By order of the Board
Man Shing Global Holdings Limited
Wong Chong Shing
Chairman and Executive Director

Hong Kong, 11 February 2022

As at the date of this report, the Board comprises three executive Directors, namely, Mr. Wong Chong Shing, Mr. Wong Man Sing, Mr. Wong Chi Ho and three independent non-executive Directors, namely, Mr. Lee Pak Chung, Mr. Au-Yeung Tin Wah and Mr. Chiu Ka Wai.

