



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



Third
Quarterly
Report
2021/22

Your Baby
Our Vision
以愛編織 快樂未來

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This report, for which the directors of Mansion International Holdings Limited (the “Company” and the “Directors”, 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.



THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the nine months ended 31 December 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 three and nine months ended 31 December 2021

	<i>Notes</i>	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	25,491	21,961	64,483	66,308
Cost of sales		(16,790)	(17,507)	(39,216)	(54,670)
Gross profit		8,701	4,454	25,267	11,638
Other income, gains and losses	4	199	3,766	(2,361)	6,871
Selling and distribution costs		(4,233)	(6,319)	(13,443)	(16,320)
Administrative and other expenses		(6,593)	(14,142)	(24,249)	(32,157)
Finance costs	5	(238)	(223)	(634)	(1,716)
Loss before tax		(2,164)	(934)	(15,420)	(20,154)
Income tax expense	6	-	(4)	-	(17)
Loss for the period		(2,164)	(938)	(15,420)	(20,171)
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		-	(3,438)	(1,140)	(2,339)
Release of translation reserve upon disposal of subsidiaries		-	-	3,362	-
Total comprehensive expense attributable to owners of the Company		(2,164)	(4,376)	(13,198)	(22,510)
			(Restated)		(Restated)
Loss per share:					
Basic and diluted (HK cents)	8	(4.20)	(2.22)	(31.92)	(68.34)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

	Attributable to owners of the Company								Total equity HK\$'000
	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	
As at 31 March 2020 (Audited)	4,615	62,131	5,987	288	8	-	1,026	(84,274)	9,781
Loss for the period	-	-	-	-	-	-	-	(20,171)	(20,171)
Other comprehensive expense:									
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	(2,339)	-	(2,339)
Total comprehensive expense for the period	-	-	-	-	-	-	(2,339)	(20,171)	(22,510)
Proceeds from placing of new shares	4,600	32,200	-	-	-	-	-	-	36,800
Issuing expenses of placing of new shares	-	(1,107)	-	-	-	-	-	-	(1,107)
As at 31 December 2020 (Unaudited)	9,215	93,224	5,987	288	8	-	(1,313)	(84,445)	22,964
As at 1 April 2021 (Audited)	9,215	93,224	5,987	288	8	-	(2,222)	(129,119)	(22,619)
Loss for the period	-	-	-	-	-	-	-	(15,420)	(15,420)
Other comprehensive (expense) income:									
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 income (expense) for the period	-	-	-	-	-	-	2,222	(15,420)	(13,198)
Equity settled share-based payment	-	-	-	-	-	1,038	-	-	1,038
Share issued upon exercise of share options	1,362	2,579	-	-	-	(1,038)	-	-	2,903
Transaction with owners	1,362	2,579	-	-	-	-	-	-	3,941
As at 31 December 2021 (Unaudited)	10,577	95,803	5,987	288	8	-	-	(144,539)	(31,876)

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 are principally engaged in the sale of baby and children garments.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the Period (the “**Third Quarterly Financial Statements**”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively the “**HKFRSs**”) and the provisions of the Hong Kong Companies Ordinance, which concern the preparation of the Third Quarterly Financial Statements. In addition, the Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly 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 principal accounting policies applied in the preparation of the Third Quarterly Financial Statements were consistent with those applied for the consolidated financial statements of the Group for the year ended 31 March 2021 (the “**Annual Financial Statements 2020/21**”), except for the adoption of new or revised standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants mandatory for annual periods beginning on or after 1 April 2021.

The Third Quarterly Financial Statements have been prepared on the historical cost basis. The preparation of the Third Quarterly 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 Third Quarterly Financial Statements are consistent with those used in the Annual Financial Statements 2020/21.



3. REVENUE (UNAUDITED)

All revenue are recognised at a point in time. An analysis of the Group's revenue for the three months and nine months ended 31 December 2021 is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Original Equipment Manufacturing ("OEM")	14,877	9,934	39,440	36,035
Original Brand Manufacturing ("OBM")	10,614	12,027	25,043	30,273
	25,491	21,961	64,483	66,308

4. OTHER INCOME, GAINS AND LOSSES (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Bank interest income	-	-	2	4
Change in fair value of financial assets at fair value through profit or loss	-	-	-	15
Expected credit losses on trade receivables	-	-	(10)	-
Sundry income and expenses, net	201	2,433	445	2,685
(Refund) receive of government subsidies	(2)	1,333	(272)	4,163
Gain on disposal of property, plant and equipment	-	-	-	4
Loss on disposal of subsidiaries (note 9)	-	-	(2,526)	-
	199	3,766	(2,361)	6,871

5. FINANCE COSTS (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Interest on bank borrowings	-	33	-	675
Interest on other borrowings	150	73	317	506
Interest on lease liabilities	88	117	317	535
	238	223	634	1,716

6. INCOME TAX EXPENSE (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Current tax – PRC Enterprise Income Tax (“EIT”) – tax for the Period	-	4	-	17
Deferred tax – charge for the Period	-	-	-	-
Income tax expense	-	4	-	17

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 People’s Republic of China (the “PRC”), the applicable EIT rates for domestic and foreign enterprises are unified at 25%.

7. DIVIDEND

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

8. LOSS PER SHARE (UNAUDITED)

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

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Loss				
Loss attributable to owners of the Company for the purposes of basic and diluted loss per share (HK\$'000)	(2,164)	(938)	(15,420)	(20,171)
	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	51,470,318	42,323,800	48,314,090	29,513,800

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.

9. 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 nine months ended 31 December 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)
Loss on disposal of subsidiaries	(2,526)

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 increased significantly in the Period due to the additional new orders from the new customers.

For our OBM business, the Group sells its OBM goods through the self-operated retail stores and department store counters in Hong Kong. During the Period, due to the threat of the COVID-19, OBM revenue in Hong Kong have declined significantly.

FINANCIAL REVIEW

Revenue

The Group’s revenue decreased by approximately 2.7% to approximately HK\$64.5 million for the Period as compared to that of approximately HK\$66.3 million for the nine months ended 31 December 2020 (the “**Corresponding Period**”). The revenue of the Group’s OEM business increased by approximately 9.4% to approximately HK\$39.4 million for the Period as compared to that of approximately HK\$36.0 million for the Corresponding Period. Such increase was mainly due to the additional new orders from the new customers which were found by our sales team for the Period.

The revenue of the Group’s OBM business decreased by approximately 17.5% to approximately HK\$25.0 million for the Period as compared to that of approximately HK\$30.3 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 28.3% to approximately HK\$39.2 million for the Period as compared to that of approximately HK\$54.7 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 1.2 times to approximately HK\$25.3 million for the Period as compared to that of approximately HK\$11.6 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 17.6% to 39.2% for the Period.

Expenses

The Group's selling and distribution costs decreased by approximately 17.8% to approximately HK\$13.4 million for the Period as compared to those of approximately HK\$16.3 million for the Corresponding Period. The Group's administrative and other expenses decreased by approximately 24.8% to approximately HK\$24.2 million for the Period as compared to those of approximately HK\$32.2 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 62.7% to approximately HK\$634,000 during the Period as compared to those of approximately HK\$1.7 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 23.8% to approximately HK\$15.4 million for the Period as compared to that of approximately HK\$20.2 million for the Corresponding Period. Such decrease was mainly due to the significant decrease of administrative and other expenses and 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 an increase in OEM business of the Group which was mainly due to the effort of our sales team. 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 EVENTS 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 (the **"EGM"**) 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 31 December 2021, the Company's issued share capital was HK\$10,576,236 and the number of its issued Shares was 52,881,180 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.

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 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"**), and it was approved by the Shareholders at the EGM held on 16 December 2021. The Board believes the increase in the Authorised Share Capital are in the interests of the Company and the Shareholders as a whole. Therefore, the increase in the Authorised Share Capital has been completed on 16 December 2021. Further details of this transaction are set out in the circular of the Company dated 25 November 2021 and announcements of the Company dated 5 November 2021 and 16 December 2021.

Rights Issue

Conditional upon the increase in the 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 the 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. The Rights Issue were approved by the Shareholders at the EGM held on 16 December 2021. Up to the date hereof, the Rights Issue was completed in 8 February 2022. For the further details of the Rights Issue, please refer to the prospectus of the Company dated 4 January 2022, the circular of the Company dated 25 November 2021, the announcements of the Company dated 5 November 2021, 16 November 2021, 25 January 2022 and 7 February 2022.

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

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.

EVENT AFTER THE REPORTING PERIOD

There was no important event affecting the Group which have occurred since 31 December 2021.

FUND RAISING ACTIVITIES

Save as disclosed under the paragraphs headed “IMPORTANT EVENTS DURING THE PERIOD – Rights Issue” in the “Management Discussion and Analysis” section above, the Group did not conduct any fund raising activities 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\$	Outstanding at 1 April 2021	Granted during the Period	Number of share options			Outstanding as at 31 December 2021
						Lapsed during the Period	Cancelled during the Period	Exercised during the Period	
Executive Director									
Ms. Wong Ka Man (note a)	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	400,000	-	-	(400,000)	-
Mr. Yao Ruhe (note a)	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	400,000	-	-	(400,000)	-
Employees (note a)	9 July 2021	9 July 2021 to 8 July 2031	0.3	-	1,200,000	-	-	(1,200,000)	-
Employees (note b)	5 October 2021	5 October 2021 to 4 October 2031	0.479	-	4,807,380	-	-	(4,807,380)	-
				-	6,807,380	-	-	(6,807,380)	-

Notes:

- (a) 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.
- (b) The total of 4,807,380 share options were exercised by the eligible employees on 15 October 2021 and 19 October 2021 respectively and the Shares were issued and allotted on 18 October 2021 and 22 October 2021 respectively.

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.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 31 December 2021, the interests of the Directors and chief executive of the Company in Shares, underlying Shares and debentures 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) (the "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

Name	Capacity	Number of ordinary Shares held	Approximate percentage of the issued share capital of the Company as at 31 December 2021
Ms. Wong Ka Man	Beneficial owner	400,000	0.76%
Mr. Yao Ruhe	Beneficial owner	400,000	0.76%

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 31 December 2021.

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

As at 31 December 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.

PURCHASE, SALE OR REDEMPTION OF 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.

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 competes or was likely to compete, either directly or indirectly, with the businesses of the Group and no such person had, or may have any other conflicts of interest with the Group during the Period and up to the date hereof.

MATERIAL ACQUISITIONS AND DISPOSALS

There were no material acquisitions and disposals of subsidiaries and affiliated companies by the Group during the Period under review.

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 D.3.3 of the Corporate Governance Code as contained in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, re-appointment and removal of external auditors, 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 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, 14 February 2022

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 on the Company's website at www.mansionintl.com.