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UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8020)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2021

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

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 announcement, for which the directors (the “Directors”) of Unitas Holdings Limited (the “Company”) 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this announcement misleading.

HIGHLIGHTS

- Unaudited revenue of the Group for the nine months ended 31 December 2021 amounted to HK\$11,579,000, representing a decrease of approximately 101.8% when compare with the corresponding period in 2020.
- Consolidated loss attributable to owners of the Company for the nine months ended 31 December 2021 was approximately HK\$3,819,000 as compared to a loss of approximately HK\$8,246,000 in corresponding period in 2020.
- **Loss per share of the Company for the nine months ended 31 December 2021 was approximately HK\$0.15 cents.**
- **The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2021.**

FINANCIAL RESULTS (UNAUDITED)

The board of Directors (the "Board") of Unitas Holdings Limited (the "Company") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 31 December 2021, together with the unaudited comparative figures for the corresponding period in 2020, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2021

		Three months ended		Nine months ended	
		31 December		31 December	
		2021	2020	2021	2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Continuing operations					
Revenue	3	7,002	1,989	11,579	5,737
Cost of sales		(1,794)	(2,153)	(4,631)	(4,043)
Gross (loss)/profit		5,208	(164)	6,948	1,694
Other gains and losses	3	–	–	4	–
Gain of deemed disposal of subsidiaries		–	–	–	275
Administrative and operating expenses		(3,616)	(2,776)	(9,582)	(8,835)
Finance costs	5	(35)	(107)	(167)	(266)
Profit/(loss) before tax from Continuing operations	6	1,557	(3,047)	(2,797)	(7,132)
Income tax	7	(885)	–	(1,022)	–

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Profit/(loss) for the period from continuing operations	672	(3,047)	(3,819)	(7,132)
Discontinued operation				
Loss for the period from a Discontinued operation	-	-	-	(1,114)
Profit/(loss) for the period	672	(3,047)	(3,819)	(8,246)
Other comprehensive income, net of tax				
Items that may be subsequently reclassified to profit or loss:				
Other comprehensive income for the period, net of tax	-	-	-	-
Total comprehensive income/(loss) for the period	672	(3,047)	(3,819)	(8,246)
Loss attributable to owners of the Company for the period				
Profit/(loss) from continuing operations	672	(3,047)	(3,819)	(7,132)
Loss from discontinued operation	-	-	-	(1,114)
	672	(3,047)	(3,819)	(8,246)
Total comprehensive income/(loss) attributable to owners of the Company for the period	672	(3,047)	(3,819)	(8,246)

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Profit/(loss) per share attributable to owners of the Company	<i>9</i>			
Basic and diluted (HK cents)				
– from continuing operations	0.03	(0.12)	(0.15)	(0.28)
– from discontinued operation	–	–	–	(0.05)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

	Attributable to owners of the Company						
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Financial assets at fair value through other comprehensive income reserve <i>HK\$'000</i>	Share option payment reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 April 2021 (audited)	24,730	288,837	-	33	1,954	(299,452)	16,102
Loss for the period	-	-	-	-	-	(3,819)	(3,819)
Other comprehensive income for the period	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	(3,819)	(3,819)
Issue of subscription shares	1,400	8,680	-	-	-	-	10,080
At 31 December 2021 (unaudited)	26,130	297,517	-	33	1,954	(303,271)	22,363
At 1 April 2020 (audited)	24,730	288,837	19	-	1,954	(291,319)	24,221
Loss for the period	-	-	-	-	-	(8,246)	(8,246)
Other comprehensive income for the period	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	(8,246)	(8,246)
At 31 December 2020 (unaudited)	24,730	288,837	19	-	1,954	(299,565)	15,975

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

For the nine months ended 31 December 2021

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 20 April 2011 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong. The Company's shares were listed on the GEM of the Stock Exchange on 12 October 2011.

The Company is an investment holding company. The principal activities of its subsidiaries are the provision of dry bulk shipping and logistic agency services and IP automation and entertainment business.

2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated third quarterly financial statements for the nine months ended 31 December 2021 (the "Third Quarterly Accounts") have been prepared in accordance with Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The significant judgments made by management in applying the Group's accounting policies and key sources of estimate uncertainty used in the preparation of the Third Quarterly Accounts are consistent with those used in the annual financial statements for the year ended 31 March 2021. The Third Quarterly Accounts do not include all of the information required for annual financial statements and thereby they should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The Third Quarterly Accounts have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The Third Quarterly Accounts are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.

3. REVENUE AND OTHER REVENUE

An analysis of revenue and other gains and losses from continuing operations are as follows:

	Three months ended 31 December 2021 (Unaudited) <i>HK\$'000</i>		Nine months ended 31 December 2021 (Unaudited) <i>HK\$'000</i>	
		2020 (Unaudited) <i>HK\$'000</i>		2020 (Unaudited) <i>HK\$'000</i>
Revenue				
Dry bulk shipping and logistic agency services	699	–	699	–
IP automation and entertainment business	6,303	1,989	10,880	5,737
	7,002	1,989	11,579	5,737
Other gains and losses				
Sundry income	–	–	3	–
Bank interest income	–	–	1	–
	–	–	4	–

4. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by reportable segments from continuing operations:

	Dry bulk shipping and logistic agency services		IP automation and entertainment business		Consolidated	
	Nine months ended 31 December		Nine months ended 31 December		Nine months ended 31 December	
	2021	2020	2021	2020	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	699	–	10,880	5,737	11,579	5,737
Segment results	472	(666)	419	(2,667)	891	(3,333)
Unallocated corporate expenses					(3,521)	(3,808)
Finance cost					(167)	(266)
Gain on deemed disposal of subsidiaries					–	275
Loss before tax					(2,797)	(7,132)
Income tax					(1,022)	–
Loss for the period					(3,819)	(7,132)

5. FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on lease liabilities	35	107	167	266

6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging:

	Three months ended		Nine months ended	
	31 December 2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	31 December 2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Depreciation	(249)	350	1320	1,983
Minimum lease payment under operating lease	1,216	–	2,024	–
Employee benefit expenses (including directors' remuneration)				
– Wages, salaries, allowances and bonus	1,165	1,333	3,360	4,318
– Pension scheme contributions	44	45	102	120
	1,209	1,378	3,462	4,438

7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) for the three months and nine months ended 31 December 2021 and 2020.

	Three months ended		Nine months ended	
	31 December 2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	31 December 2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Current tax	885	–	1,022	–
	885	–	1,022	–

There was no significant unprovided deferred tax for the relevant periods and at the end of each reporting period.

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2021.

9. PROFIT/(LOSS) PER SHARE

Basic and diluted profit/(loss) per share for each of the three months and nine months ended 31 December 2021 and 2020 are calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the periods.

	For the three months ended 31 December 2021	For the nine months ended 31 December 2021	For the three months ended 31 December 2020	For the nine months ended 31 December 2020
Profit/(loss) attributable to the owners of the Company				
– from continuing operations	HK\$672,000	HK\$(3,819,000)	(HK\$3,047,000)	(HK\$7,132,000)
– from discontinued operation	-	-	-	(HK\$1,114,000)
Weighted average number of ordinary shares in issue	2,521,654,985	2,489,250,242	2,472,959,333	2,472,959,333

All outstanding share options of the Company have not been included in the computation of diluted earnings per share as they did not have a dilutive effect to the Company's loss per share during the three months and nine months ended 31 December 2021 and 2020 because the exercise prices of these Company's share options were higher than the average market prices of the Company's shares during the period.

10. APPROVAL OF THIRD QUARTERLY FINANCIAL STATEMENTS

The Third Quarterly Accounts were approved and authorised for issue by the Board on 14 February 2022.

DIVIDEND

The Directors do not recommend the payment of a dividend for the nine months ended 31 December 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged in the provision of dry bulk shipping and logistic agency services as well as IP automation and entertainment business.

Dry bulk shipping and logistic agency services

During the period under review, the Group recorded revenue from dry bulking shipping and logistic agency services of approximately HK\$699,000 (2020: Nil). The Group has successfully discussed and negotiated with business partners to resume this segment. Revenue represents the net agency income generated from the provision of logistic agency services to two charterers with total freight charge of approximately HK\$8.65 million.

IP automation and entertainment business

During the period under review, we recorded revenue of approximately HK\$10,880,000 (2010: approximately HK\$5,737,000), representing an increase of approximately 89.6%. Revenue comprises (i) approximately HK\$2.95 million was contributed from operation of “Ganawawa” shops in Hong Kong; (ii) approximately HK\$4.89 million was contributed from our medical face mask sale; and (iii) approximately HK\$3.04 million was contributed from providing brand management and marketing consulting services.

Amid the outbreak of COVID-19 Epidemic, operation of “Ganawawa” shops continues to strive to recover from the loss-making situation and the Group plans to adopt a more prudent strategy in launching more pop-up shops in shopping malls and seeking for business partners for cooperation in setting up entertainment venues during the period under review.

The outbreak of COVID-19 Epidemic not only has raised public awareness of protection, but has also recognized face mask as part of fashion, which we have been benefited from it by releasing different styles of medical face masks, some of which with IP-related/brand crossover campaigns. In addition, the Group successfully established the mask raw materials trading business by leveraging the Group’s current business network in mask industry during the period under review.

The Group has explored to diversify its entertainment business into providing brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group’s experience and expertise in operating entertainment stores, fun parks and IP products.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

IP automation and entertainment business (Continued)

The Company's Directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its Shareholders.

Financial Review

Results

For the nine months ended 31 December 2021, the revenue of the Group increased by approximately 101.8% to approximately HK\$11,579,000 compared to approximately HK\$5,737,000 in the corresponding period in 2020. During the period under review, the Group has successfully resumed the logistic agency services and has successfully explored brand management and marketing consulting services.

The Group's administrative and operating expenses for the nine months ended 31 December 2021 was approximately HK\$9,582,000 as compare to approximately HK\$8,835,000 recorded in the corresponding period in 2020.

The Group's loss attributable to owners of the Company for the nine months ended 31 December 2021 was approximately HK\$3,819,000 compared to a loss of approximately HK\$8,246,000 in the corresponding period last year.

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 31 December 2021, the Group did not pledge any of its assets (31 December 2020: nil) as securities for the banking facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2021, the Group had 17 full-time employees and 4 part-time staff (31 December 2020: 20 full-time employees and 4 part-time staff), including the Directors. Total employee benefit expenses (including Directors' emoluments) were approximately HK\$3,462,000 for the nine months ended 31 December 2021 as compared to approximately HK\$4,438,000 for the nine months ended 31 December 2020. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Discretionary bonuses will be paid to employees with reference to the financial performance of the Group in the preceding financial year as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong.

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 24 September 2021, the Company entered into the subscription agreement (supplemented by the supplemental subscription agreements dated 15 October 2021 and 29 October 2021) with Mr. Chan Yu Fung (the "**Subscriber**"), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 140,000,000 new shares of the Company (the "**Share(s)**") at the subscription price of HK\$0.072 per Share (the "**Subscription**"). The Shares will be allotted and issued pursuant to the general mandate of the Company. The estimated net proceeds from the Subscription, after deduction of the relevant expenses, will amount to approximately HK\$10 million. The net proceeds are intended to be used for the development of logistics agency and service business, the development of the IP automation and entertainment business and working capital of the Group. The Subscription was completed on 30 November 2021.

OUTLOOK

The Group is currently assessing its resources and discussing/negotiating with business partners to resume the dry bulk shipping and logistic agency services. The Group is also exploring to diversify its entertainment business into providing brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group's experience and expertise in operating entertainment stores, fun parks and IP products.

We will continue to dedicate the best effort to lead the Group to strive for the best interests for the Company's shareholders.

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (the "Scheme") on 21 September 2011 for a period of ten years commencing from the date of adoption under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Company's shares. The Scheme has expired on 20 September 2021 and pursuant to the terms of the Scheme, no further options will be offered or granted but the provisions of the Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the Scheme.

Details of options granted are as follows:

Options type	Date of grant	Exercisable period	Exercise price per share <i>HK\$</i>	Fair value at grant date per share <i>HK\$</i>	Remaining contractual life of options
2014	17/9/2014	17/9/2014 – 16/9/2024	0.68	0.13027	4 years

The following table discloses movements of the Company's share options held by employees and directors during the period ended 31 December 2021:

Participant	Date of grant	Exercise price per share <i>HK\$</i>	Exercise period	At 1 April 2021 <i>'000</i>	Number of options				At 31 December 2021
					Granted during the period <i>'000</i>	Exercised during the period <i>'000</i>	Cancelled during the period	Lapsed during the period	
Employees other than directors	17/9/2014	0.68	17/9/2014 – 16/9/2024	12,500	-	-	-	-	12,500
Consultants	17/9/2014	0.68	17/9/2014 – 16/9/2024	2,500	-	-	-	-	2,500
				15,000	-	-	-	-	15,000

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2021, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were 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 or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director and chief executive	Type of interests	Number of ordinary shares held	Number of underlying shares pursuant to share option	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy (<i>Note 1</i>)	Beneficial owner	407,890,000	–	15.61%
	Interest of a controlled corporation	229,062,500	–	8.77%
Ms. Man Wing Yee Ginny	Beneficial owner	441,900,000	–	16.91%
Mr. Wang Qiang	Beneficial owner	100,000,000	–	3.83%
Mr. Lau Ling Tak	Beneficial owner	43,937,500	–	1.68%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

Long positions in the Company (Continued)

1. Ms. Ho Chiu Ha Maisy has a total interest in 636,952,500 shares/underlying shares (representing and aggregate of approximately 24.38% shareholding in the Company), of which (i) 229,062,500 shares were allotted to Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company, As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited by virtue of the SFO; and (ii) Ms. Ho Chiu Ha Maisy personal held 407,890,000 shares.

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were 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 or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2021, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company 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 by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (CONTINUED)

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Refulgent Sunrise Limited (Note)	Beneficial owner	229,062,500	–	8.77%
Mr. Zhao Genlong	Beneficial owner	200,000,000	–	7.65%
Mr. Chan Yu Fung	Beneficial owner	140,000,000	–	5.36%

Note:

Refulgent Sunrise Limited is a company incorporated in BVI with limited liabilities and is owned as to 36% by Ms. Ho Chiu Ha Maisy. As a result, Ms. Ho Chiu Ha Maisy and Mr. Tsang Yan are deemed to be interested in this shareholding through Refulgent Sunrise Limited by virtue of the SFO. Ms. Ho Chiu Ha Maisy personally held 407,890,000 shares.

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company 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 by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

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

Neither the Company, nor any of its subsidiaries, has purchased, redeemed or sold any of the Company's listed shares during the nine months ended 31 December 2021.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the nine months ended 31 December 2021, none of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by directors during the nine months ended 31 December 2021.

CODE OF CORPORATE GOVERNANCE PRACTICES

Throughout the nine months ended 31 December 2021, the Company had complied with all the code provisions set out in the Appendix 15 Corporate Governance Code and Corporate Governance Report (the "CG Code") of the GEM Listing Rules with the exception of the following deviation:

CODE PROVISION E.1.2

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

DEVIATION

The chairlady of the Board, Ms. Ho Chiu Ha Maisy, was unable to attend the annual general meeting of the Company held on 30 September 2021 (the “AGM 2021”) as she had other important business engagement. However, Mr. Lau Ling Tak, an executive Director, had chaired the AGM 2021 in accordance with the articles of association of the Company and answered the questions from the Shareholders.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) on 21 September 2011, with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive Directors, namely Dr. Chow Ho Wan, Owen (as the Committee chairman), Mr. Siu Chi Yiu Kenny and Mr. Lee Chi Keung Jim. The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2021 have not been audited by the Company’s auditors, but have been reviewed by the Committee, who is of the opinion that the financial statements comply with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

By Order of the Board
Unitas Holdings Limited
Ho Chiu Ha Maisy
Chairlady

Hong Kong, 14 February 2021

As at the date of this announcement, the Company’s executive Directors are Ms. Ho Chiu Ha Maisy (Chairlady), Mr. Lau Ling Tak, Ms. Man Wing Yee Ginny and Mr. Wang Qiang and the independent non-executive Directors are Mr. Siu Chi Yiu Kenny, Mr. Lee Chi Keung Jim and Dr. Chow Ho Wan, Owen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website (www.hkgem.com) and on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website (www.unitas.com.hk).