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SVISION
SV Vision Limited
華美樂樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8429)

**UNAUDITED ANNOUNCEMENT OF THIRD QUARTERLY RESULTS
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2022**

**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.

This announcement, for which the directors (the “Directors”) of SV Vision Limited (the “Company”, and together with its subsidiaries, the “Group”, “we” or “our”) 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 announcement 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 announcement misleading.

UNAUDITED THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2022 (the “Unaudited Condensed Consolidated Financial Statements”), together with the unaudited comparative figures for the corresponding periods in 2021 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2022

	Notes	Three months ended		Nine months ended	
		30 September		30 September	
		2022	2021	2022	2021
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue	3	18,488	11,041	39,552	35,262
Other income and gains	3	297	416	1,850	1,237
Outsourced project costs		(6,573)	(2,755)	(12,978)	(10,802)
Materials and consumables		(1,442)	(3,176)	(2,997)	(6,746)
Depreciation and amortisation expenses		(1,263)	(1,326)	(3,218)	(4,668)
Employee benefits expenses		(4,027)	(3,806)	(11,801)	(12,720)
Rental expenses		(652)	(440)	(1,575)	(1,093)
Transportation fee		(2,024)	(1,656)	(4,624)	(4,510)
Other operating expenses		(2,609)	(2,083)	(7,032)	(6,927)
Finance cost		(54)	(101)	(188)	(321)
Profit/(loss) before income tax		141	(3,886)	(3,011)	(11,288)
Income tax expense	4	(111)	(112)	(240)	(197)
Profit/(loss) for the period		<u>30</u>	<u>(3,998)</u>	<u>(3,251)</u>	<u>(11,485)</u>
Attributable to:					
Owners of the Company		43	(3,275)	(3,178)	(9,392)
Non-controlling interests		(13)	(723)	(73)	(2,093)
Profit/(loss) for the period		<u>30</u>	<u>(3,998)</u>	<u>(3,251)</u>	<u>(11,485)</u>
Earnings/(loss) per share attributable to the owners of the Company					
Basic and diluted (HK cents)	6	<u>0.01</u>	<u>(0.68)</u>	<u>(0.66)</u>	<u>(1.96)</u>

	Three months ended 30 September		Nine months ended 30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit/(loss) for the period	30	(3,998)	(3,251)	(11,485)
Other comprehensive (expense)/ income:				
<i>Item that may be reclassified subsequently to profit or loss:</i>				
Exchange differences arising on translation of foreign operations	<u>(51)</u>	<u>3</u>	<u>(5)</u>	<u>19</u>
Other comprehensive (expense)/ income for the period, net of income tax	<u>(51)</u>	<u>3</u>	<u>(5)</u>	<u>19</u>
Total comprehensive expense for the period	<u>(21)</u>	<u>(3,995)</u>	<u>(3,256)</u>	<u>(11,466)</u>
Attributable to:				
Owners of the Company	(8)	(3,269)	(3,177)	(9,368)
Non-controlling interests	<u>(13)</u>	<u>(726)</u>	<u>(79)</u>	<u>(2,098)</u>
Total comprehensive expense for the period	<u>(21)</u>	<u>(3,995)</u>	<u>(3,256)</u>	<u>(11,466)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2022

Equity attributable to owners of the Company

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Retained earnings/ (Accumulated losses) <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 January 2022 (audited)	4,800	53,131	11,993	(648)	182	225	69,683	(6,605)	63,078
Loss for the period	—	—	—	—	—	(3,178)	(3,178)	(73)	(3,251)
Other comprehensive income/ (expense):									
Exchange differences arising on translation of foreign operations	—	—	—	1	—	—	1	(6)	(5)
Total comprehensive income/ (expense) for the period	—	—	—	1	—	(3,178)	(3,177)	(79)	(3,256)
Dissolution of a subsidiary	—	—	—	—	—	—	—	1,596	1,596
At 30 September 2022 (unaudited)	4,800	53,131	11,993	(647)	182	(2,953)	66,506	(5,088)	61,418
At 1 January 2021 (audited)	4,800	53,131	11,993	(694)	97	13,801	83,128	(3,000)	80,128
Loss for the period	—	—	—	—	—	(9,392)	(9,392)	(2,093)	(11,485)
Other comprehensive income/ (expense):									
Exchange differences arising on translation of foreign operations	—	—	—	24	—	—	24	(5)	19
Total comprehensive income/ (expense) for the period	—	—	—	24	—	(9,392)	(9,368)	(2,098)	(11,466)
At 30 September 2021 (unaudited)	4,800	53,131	11,993	(670)	97	4,409	73,760	(5,098)	68,662

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2022

1. GENERAL INFORMATION

The Company was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Act of the Cayman Islands on 20 January 2017. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The shares of the Company (the “Shares”) are listed on GEM of the Stock Exchange since 8 December 2017 (the “Listing Date”) by way of share offer of 120,000,000 new Shares (“Share Offer”) at an offer price of HK\$0.55 per Share. The Company’s principal place of business is located at Unit B, 9th Floor, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are marketing production and content media.

2. BASIS OF PREPARATION AND PRESENTATION

The Unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and the applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2021.

The accounting policies adopted in the preparation of the Unaudited Condensed Consolidated Financial Statements are same as those applied in the preparation of the Group’s annual financial statements for the year ended 31 December 2021, except for the new and revised HKFRSs and interpretations issued by the HKICPA that are first effective for the current accounting period of the Group. There has been no significant change to the accounting policy applied in these Unaudited Condensed Consolidated Financial Statements for the period presented as a result of adoption of these amendments.

The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise their judgements in the process of applying the Group’s accounting policies. Actual results may differ from these estimates. The significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group’s annual financial statements for the year ended 31 December 2021.

The Unaudited Condensed Consolidated Financial Statements have been prepared on historical cost basis, except for financial asset at fair value through profit or loss that are measured at fair value at the end of each reporting period. The Unaudited Condensed Consolidated Financial Statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

The Unaudited Condensed Consolidated Financial Statements have not been audited by the Company’s independent auditor, but have been reviewed by the Company’s audit committee (the “Audit Committee”).

3. REVENUE AND OTHER INCOME AND GAINS

An analysis of the Group's revenue, and other income and gains for the periods is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue				
Marketing production	11,563	10,020	26,832	31,794
Content media	6,925	—	12,711	—
E-commerce and retail	—	648	9	2,202
Operation of a café	—	373	—	1,266
	<u>18,488</u>	<u>11,041</u>	<u>39,552</u>	<u>35,262</u>
Other income and gains				
Gain on terminate of lease	—	—	829	—
Government subsidies	200	91	650	191
Interest income	2	179	155	473
Sundry income	95	146	216	573
	<u>297</u>	<u>416</u>	<u>1,850</u>	<u>1,237</u>

4. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Income tax expense comprises:				
Hong Kong Profits Tax				
— current tax for the period	(17)	18	112	81
The People's Republic of China (the "PRC")				
Enterprise Income (the "EIT")				
— current tax for the period	<u>128</u>	<u>94</u>	<u>128</u>	<u>116</u>
Income tax expense	<u>111</u>	<u>112</u>	<u>240</u>	<u>197</u>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax under these jurisdictions during the period (2021: Nil).

Under the two-tiered profits tax rates regime of the Hong Kong Profits Tax, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25% (2021: 8.25%) during the period, and profits above HK\$2,000,000 will be taxed at 16.5% (2021: 16.5%). The profits of group entities not qualifying for the two-tiered profit tax rates regime will continue to be taxed at a flat rate of 16.5% (2021: 16.5%) during the period.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% of the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated profits above HK\$2 million, taking into account the tax concession granted by the Hong Kong Government for the periods.

Under the EIT Law and the Implementation Regulation of the EIT Law, the subsidiaries in the PRC is subject to the tax rate of 25% on the estimated assessable profits for the nine months ended 30 September 2022 and 2021.

No provision for the corporate income tax has been made for the subsidiaries incorporated in the United States (the “US”) as the subsidiaries did not generate any assessable profits in the US during the periods.

Pursuant to the EIT Law, 5% withholding tax is levied on the foreign investor in respect of dividend distributions arising from a foreign investment enterprise’s profits earned after 1 January 2008. As at 30 September 2022, temporary withholding tax differences relating to the undistributed profits of the PRC subsidiary amounted to approximately HK\$3,358,000 (30 September 2021: HK\$2,867,000). Deferred tax liabilities of approximately HK\$168,000 (30 September 2021: HK\$143,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company is in a position to control the dividend policy of the PRC subsidiary and it has been determined that it is probable that undistributed profits of the PRC subsidiary will not be distributed in the foreseeable future.

5. DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (30 September 2021: Nil).

6. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per Share attributable to the owners of the Company is based on the following data:

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit/(loss) attributable to owners of the Company	<u>43</u>	<u>(3,275)</u>	<u>(3,178)</u>	<u>(9,392)</u>
	2022	2021	2022	2021
	'000	'000	'000	'000
Number of shares:				
Weighted average number of ordinary Shares	<u>480,000</u>	<u>480,000</u>	<u>480,000</u>	<u>480,000</u>
	<i>HK cents</i>	<i>HK cents</i>	<i>HK cents</i>	<i>HK cents</i>
Basic and diluted earnings/(loss) per Share	<u>0.01</u>	<u>(0.68)</u>	<u>(0.66)</u>	<u>(1.96)</u>

Diluted earnings/(loss) per Share were same as the basic earnings/(loss) per Share as there were no dilutive potential ordinary Shares in existence during the periods.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

As the COVID-19 situation in Hong Kong and Mainland China continues to remain carefully managed, there have been modest improvements in the Hong Kong economy since the end of the second quarter of 2022. Our marketing production business improved in the third quarter of 2022 as compared to the third quarter of 2021, though our key clients in retail, luxury, hospitality and insurance remain affected by travel restrictions to Hong Kong. Revenue from marketing production services for the nine months ended 30 September 2022 was HK\$26.8 million which is a 16% decrease compared to the same period last year.

The Group expanded its media business into the youth market segment, via a licensing deal with a US-based company that is well known in the space. The partnership was officially launched in mid-2021 in Mainland China, with the purpose of bridging Chinese and US brands via the production and distribution of brand-integrated content and entertainment. So far, the business has expanded rapidly, amassing over 131,000,000 cumulative plays across various social media channels and streaming platforms in Mainland China. The business has also shown strong commercialization potential and secured sponsorship deals with several well-known brands. Based on current performance and a strong pipeline of commercial opportunities we expect this business to contribute a substantial portion of the Group's overall revenue by the end of the financial year 2022.

The Group's e-commerce and physical retail start-up in Hong Kong remains suspended due to high operating costs and continued COVID related challenges. However, we see a significant opportunity to leverage e-commerce using the content media in Mainland China, and we intend to re-start our e-commerce initiatives in 2023.

The Group's revenue for the nine months ended 30 September 2022 increased by 12% compared to the same period last year. The impact of decreased revenue from marketing production business and e-commerce was mitigated by the significant revenue generated from the content business. The Group's loss for the nine months ended 30 September 2022 decreased by 72% compared to the same period last year. This significant decrease was achieved by the growth of revenue from the content media as well as decreases in cost due to cost controls and the suspension of the physical retail start-up business.

Looking ahead, the recovery of the Hong Kong economy is expected to be slow and will continue to impose pressure on the revenue from the marketing production business. However, based on our projections we see significant potential in the content media. We remain well capitalized and well positioned to take advantage of the many exciting opportunities emerging from the new digital economy.

FINANCIAL REVIEW

Revenue

The Group's revenue is generated from business of marketing production, content media, e-commerce and retail, and operation of a café which are categorised into (i) marketing production; (ii) content media; (iii) e-commerce and retail; and (iv) operation of a café. During the nine months ended 30 September 2022, the Group's revenue increased by approximately HK\$4.3 million, representing 12.2%, to approximately HK\$39.6 million (2021: HK\$35.3 million).

The following table sets forth the breakdown of the revenue by service category during the period:

	For the nine months ended 30 September			
	2022		2021	
	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>
	(Unaudited)		(Unaudited)	
Marketing production	26,832	67.8	31,794	90.2
Content media	12,711	32.1	—	—
E-commerce and retail	9	0.1	2,202	6.2
Operation of a café	—	—	1,266	3.6
Total	<u>39,552</u>	<u>100.0</u>	<u>35,262</u>	<u>100.0</u>

During the nine months ended 30 September 2022, the revenue from marketing production services decreased by approximately 15.6% to approximately HK\$26.8 million (2021: HK\$31.8 million). The decrease in revenue from marketing production was mainly due to decrease in number of projects during the period.

During the period, the revenue from content media was approximately HK\$12.7 million which mainly represented brand income on our original content. No revenue was recorded during the nine months ended 30 September 2021 as the business was launched in mid-2021.

During the nine months ended 30 September 2022, the revenue from e-commerce and retail was approximately HK\$9,000 and no revenue from operation of a café was generated. The significant decrease in revenue was due to the suspension of this business during the period.

Outsourced project costs

Outsourced project costs consist of printing costs and other outsourced project costs and costs for content media. During the nine months ended 30 September 2022, the Group's outsourced project costs increased by approximately HK\$2.2 million, representing 20.1%, to approximately HK\$13.0 million (2021: HK\$10.8 million). The increase was directly attributable to the expansion of content media business and offsetting by the decrease in revenue from marketing production business.

Materials and consumables

Materials and consumables are costs on papers and other materials sourced by the Group for the marketing production and materials used for operation of a café and the cost of goods for retail sales. During the nine months ended 30 September 2022, the Group's materials and consumables decreased by approximately HK\$3.7 million, representing 55.6%, to approximately HK\$3.0 million (2021: HK\$6.7 million). The significant decrease was directly attributable to the suspension of the e-commerce, retail and café business during the period.

Employee benefits expenses

Employee benefits expenses primarily consists of salaries, allowances and benefits in kind and retirement benefit scheme contributions. During the nine months ended 30 September 2022, the Group's employee benefits expenses decreased by approximately HK\$0.9 million, representing 7.2%, to approximately HK\$11.8 million (2021: HK\$12.7 million). The decrease was directly attributable to the suspension of the e-commerce, retail and café business and offsetting by the increase effect from expansion of content media business.

Rental expenses

Rental expenses primarily represent the rental expenses for short-term leases for office premises and staff quarter and the variable lease payment for the printing machines for confidential data printing services. During the nine months ended 30 September 2022, the Group's rental expenses increased by approximately HK\$0.5 million, representing 44.1%, to approximately HK\$1.6 million (2021: HK\$1.1 million). The increase was primarily attributable to the new short term lease for office premise in the PRC for the content media business.

Transportation fee

Transportation fee consists of fees paid to logistic service providers for (i) delivery of products to clients; and (ii) postage incurred in respect of the direct mailing services. During the nine months ended 30 September 2022, the Group's transportation fee increased by approximately HK\$0.1 million, representing 2.5%, to approximately HK\$4.6 million (2021: HK\$4.5 million). The slight increase was directly attributable to the increase in projects requiring direct mailing services.

Other operating expenses

Other operating expenses primarily consist of consultancy fee, professional fee, rates and building management fee, utilities and office expenses. During the nine months ended 30 September 2022, the Group's other operating expenses increased by approximately HK\$0.1 million, representing 1.5%, to approximately HK\$7.0 million (2021: HK\$6.9 million). The increase was primarily attributable to the increase of consultancy and legal and professional expenses attributable to the expansion of content media business and offsetting by the removal and reinstatement costs for the office premise relocation incurred during the period ended 30 September 2021 while there was no such expenses recognised during the period.

Finance cost

Finance cost primarily represents the interest on lease liabilities. During the nine months ended 30 September 2022, the Group's finance cost decreased by approximately HK\$0.1 million, representing 41.4%, to approximately HK\$0.2 million (2021: HK\$0.3 million). The decrease was mainly due to the early termination of the lease for the shop in Sham Shui Po.

Loss for the period

During the nine months ended 30 September 2022, the Group recorded loss of approximately HK\$3.3 million (2021: HK\$11.5 million). The decrease in loss was mainly benefited from cost control on operating costs and suspension of the e-commerce, retail and operation of café business during the period, while offsetting by the costs incurred from expansion of content media business.

USE OF PROCEEDS

The following table sets forth the status of the use of proceeds from the Share Offer up to 30 September 2022:

	Planned use of net proceeds from Share Offer	Actual use of net proceeds from the Listing date to 6 May 2020	Unutilised net proceeds as at 6 May 2020	Revised allocation of net proceeds as at 6 May 2020 (Note 1)	Actual use of net proceeds from 7 May 2020 to 5 May 2021	Unutilised net proceeds as at 5 May 2021	Further revised allocation of net proceeds as at 5 May 2021 (Note 2)	Actual use of net proceeds from 6 May 2021 to 30 September 2022	Unutilised net proceeds as at 30 September 2022 (Note 3)	Expected timeline of application of the unutilised net proceeds (Note 4)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Enlarge the social media marketing production capability and offering	8,000	2,057	5,943	5,943	1,294	4,649	649	649	—	N/A
Enhance the overall service offerings and expand the team across three categories	9,142	1,581	7,561	7,561	734	6,827	327	327	—	N/A
Set up a studio and expand the work premises	11,458	9,648	1,810	1,810	1,810	—	—	—	—	N/A
Business development	8,280	4,210	4,070	2,070	2,070	—	8,000	6,879	1,121	From 1 October 2022 to 31 December 2022
Staff development	3,120	623	2,497	697	112	585	85	44	41	From 1 October 2022 to 31 December 2022
General working capital	3,800	3,800	—	3,800	2,160	1,640	4,640	4,640	—	N/A
Total:	43,800	21,919	21,881	21,881	8,180	13,701	13,701	12,539	1,162	

Notes:

1. In accordance with the announcement of change in use of proceeds dated 6 May 2020 (the “2020 Announcement”), due to the reasons and benefits mentioned in the 2020 Announcement, the unutilised net proceeds was re-allocated with effect from 6 May 2020. For more details, please refer to the 2020 Announcement.
2. In accordance with the announcement of further change in use of proceeds dated 5 May 2021 (the “2021 Announcement”), due to the reasons and benefits mentioned in the 2021 Announcement, the unutilised net proceeds was further re-allocated with effect from 5 May 2021. For more details, please refer to the 2021 Announcement.
3. The unutilised net proceeds as at 30 September 2022 were placed as bank balances with licensed banks in Hong Kong.
4. The expected timeline of application of the unutilised net proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of the Group’s business and the market conditions.

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

As at 30 September 2022, the Group had net current assets of approximately HK\$20.0 million (31 December 2021: HK\$58.1 million), including time deposits and cash and bank balances of approximately HK\$14.0 million (31 December 2021: HK\$56.2 million) mainly denominated in Hong Kong dollars, with approximately HK\$2.5 million (31 December 2021: HK\$5.0 million) denominated in renminbi which is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

The gearing ratio of the Group as at 30 September 2022 was 6.6% (31 December 2021: 11.0%). The gearing ratio is calculated as total debt divided by total equity as at the respective period ends.

There has been no change in the capital structure of the Company during the nine months ended 30 September 2022. The equity attributable to owners of the Company amounted to approximately HK\$66.5 million as at 30 September 2022 (31 December 2021: HK\$69.7 million).

FOREIGN EXCHANGE EXPOSURE AND TREASURY POLICY

The majority of the Group’s business operations were conducted in Hong Kong. The transactions, monetary assets and liabilities of the Group were mainly denominated in Hong Kong dollars. During the period, there was no material impact to the Group arising from the fluctuation in the foreign exchange rates. The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the period. The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. 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 other commitments can meet its funding requirements from time to time.

PLEDGE OF ASSETS

As at 30 September 2022, the Group did not have any pledged assets (31 December 2021: Nil).

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

During the year ended 31 December 2020, the Group obtained an exclusive distribution right to produce and distribute marketing media programme in the PRC under the brandname of a famous US-based media company active in the youth market (the “Media Partner”). According to the term sheet entered between the Group and the Media Partner, the Group is committed to invest in the co-operative project with the Media Partner with mutually approved budget of US\$1.8 million (equivalent to HK\$14.0 million) for phase 1 development. As of 30 September 2022, the total investment to this project, the Group’s expanded content media business, was approximately to US\$1.2 million (equivalent to HK\$9.3 million) and the remaining other commitment for phase 1 development of this project was approximately US\$0.6 million (equivalent to HK\$4.7 million). Also, according to the term sheet between the Group and the Media Partner, subject to further negotiation and to enter into an agreement, the Group is committed to pay further license fee of US\$63,000 (equivalent to HK\$491,000) to the Media Partner and to invest in this project with the Media Partner with mutually approved budget of US\$1.2 million (equivalent to approximately HK\$9.3 million) for phase 2 development.

As at 30 September 2022, the Group did not have any material contingent liability (31 December 2021: Nil).

EMPLOYEE AND REMUNERATION

As at 30 September 2022, the Group had 40 (31 December 2021: 40) full-time employees (including executive Director). The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. The Group has adopted a share option scheme and approved by the then Shareholders on 16 November 2017 (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible persons who contribute to the success of the Group’s operations. The Group has also adopted other employee benefits including a mandatory provident fund retirement benefit scheme for its employees in Hong Kong, as required under the Mandatory Provident Fund Schemes Ordinance, and has participated in central pension scheme organised and governed by the relevant local governments for its employees in the PRC. In addition, discretionary bonus is offered to eligible employees by reference to the Group’s results and individual performance. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in the Prospectus and the section headed “Use of Proceeds” in this announcement, the Group did not have other plans for material investments and capital assets.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the nine months ended 30 September 2022, the Group did not have any significant investments, material acquisitions and disposals of subsidiaries and affiliated companies.

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

During the nine months ended 30 September 2022 and up to the date of this announcement, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

EVENT AFTER THE REPORTING PERIOD

The Group has no significant events after the reporting period.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations

As at 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares and underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange, were as follows:

(i) Interests in the Shares of the Company

Name of Director	Nature of interest	Number of Shares held⁽¹⁾	Shareholding percentage
Ms. Woo Chan Tak Chi	Interest in a controlled corporation	277,200,000 (L) ⁽²⁾	57.75%
Bonnie ("Ms. Bonnie Chan Woo")	Interests held jointly with another person	34,850,000 (L) ⁽³⁾	7.26%

Notes:

1. The letter “L” denotes the person’s long position in the Shares.
2. Explorer Vantage Limited (“Explorer Vantage”) was incorporated in the BVI and is beneficially and wholly-owned by Ms. Bonnie Chan Woo. By virtue of the SFO, Ms. Bonnie Chan Woo is deemed to be interested in the Shares held by Explorer Vantage.
3. Mirousky Limited (“Mirousky”) holds 34,850,000 Shares. Mirousky is wholly-owned by Gain Smart Asia Limited (“Gain Smart”) and Gain Smart is beneficially owned as to 50% by Ms. Bonnie Chan Woo and 50% by her spouse, Mr. Darrin Woo. By virtue of the SFO, Ms. Bonnie Chan Woo is deemed to be interested in the Shares held by Mirousky.

(ii) *Interests in associated corporation(s) of the Company*

Name of Director	Name of associated corporation(s)	Capacity	Number of Share(s) held⁽¹⁾	Shareholding percentage
Ms. Bonnie Chan Woo	Explorer Vantage ⁽²⁾	Beneficial owner	1 (L)	100%
	Papercom Limited (“Papercom”) ⁽³⁾	Interest in a controlled corporation	10,000 (L)	100%

Notes:

1. The letter “L” denotes the person’s long position in the shares.
2. Explorer Vantage is beneficially and wholly-owned by Ms. Bonnie Chan Woo.
3. Papercom is beneficially and wholly-owned by Explorer Vantage. Under the SFO, Ms. Bonnie Chan Woo is deemed to be interested in all the shares held by Explorer Vantage.

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he will be taken or deemed to have under the SFO), or was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

Substantial Shareholders' and Other Person's Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2022, to the knowledge of the Directors, Shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying shares or debentures 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 were as follows:

Interests in the Shares of the Company

Name	Type of interest	Number of Shares held ⁽¹⁾	Percentage of shareholding in the Company
Explorer Vantage Mr. Darrin Woo	Beneficial owner	277,200,000 (L) ⁽²⁾	57.75%
	Interest of spouse	277,200,000 (L) ⁽³⁾	57.75%
	Interests held jointly with another person	34,850,000 (L) ⁽⁴⁾	7.26%
Mirousky Gain Smart	Beneficial owner	34,850,000 (L) ⁽⁵⁾	7.26%
	Interest in a controlled corporation	34,850,000 (L) ⁽⁵⁾	7.26%
Ms. Chow Jacqueline Wai Ying ("Ms. Chow")	Beneficial owner	35,950,000 (L) ⁽⁶⁾	7.49%
		35,950,000 (S) ⁽⁶⁾	
Mr. Yang Zaiyong ("Mr. Yang")	Beneficial owner	47,950,000 (L) ⁽⁶⁾	9.99%

Notes:

- The letter "L" denotes the person's long position in the Shares. The Letter "S" denotes the person's short position in the Shares.
- Explorer Vantage was incorporated in the BVI and is beneficially and wholly-owned by Ms. Bonnie Chan Woo.
- Mr. Darrin Woo is the spouse of Ms. Bonnie Chan Woo. By virtue of the SFO, Mr. Darrin Woo is deemed to be interested in the Shares which are interested by Ms. Bonnie Chan Woo.
- Mirousky is wholly-owned by Gain Smart and Gain Smart is beneficially owned as to 50% by Mr. Darrin Woo and 50% by his spouse, Ms. Bonnie Chan Woo. By virtue of the SFO, Mr. Darrin Woo is deemed to be interested in the Shares held by Mirousky.
- Mirousky is wholly-owned by Gain Smart. Such 34,850,000 Shares belong to the same batch of Shares.
- As per the disclosure of interest form filed by Mr. Yang on 12 November 2021, Blockstone Ltd, which is beneficially owned by Mr. Yang, engaged the call option agreement on 4 November 2021 with Ms. Chow to have a right to take 35,950,000 Shares, which is now held by Ms. Chow, during the option period prescribed in the said agreement.

Save as disclosed above, as at 30 September 2022, to the knowledge of the Directors, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying shares or debentures 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.

SHARE OPTION SCHEME

Share Option Scheme was adopted and approved by the then Shareholders on 16 November 2017. Details of the Share Option Scheme are set out in Appendix IV to the Prospectus. No share option has been granted pursuant to the Share Option Scheme since its adoption.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed above, at no time during the nine months ended 30 September 2022 and up to the date of this announcement, have the Directors and the chief executive of the Company and their respective close associates (as defined under the GEM Listing Rules) had any interest in, or had been granted, or exercised any rights to subscribe for Shares or underlying shares of the Company and/or its associated corporations (within the meaning of the SFO).

Save as disclosed above in the section “Share Option Scheme”, at no time during the nine months ended 30 September 2022 and up to the date of this announcement was the Company, any of its subsidiaries, its associated companies or its holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to hold any interests or short positions in the Shares or underlying shares in, or debentures of, the Company and/or its associated corporations (within the meaning of the SFO).

DIRECTORS’ INTEREST IN COMPETING BUSINESS

During the nine months ended 30 September 2022 and up to the date of this announcement, none of the Directors, nor the substantial Shareholders nor their respective close associates (as defined under the GEM Listing Rules) had any interests (other than their interest in the Company or its subsidiaries) in any business which competed or may compete, either directly or indirectly, with the business of the Group or any other conflicts of interests with the Group.

DEED OF NON-COMPETITION

The Deed of Non-competition dated 16 November 2017 (as defined in the Prospectus) was entered into by Explorer Vantage and Ms. Bonnie Chan Woo in favour of the Company (for the Company and for the benefit of its subsidiaries) regarding non-competition undertakings. The details of the Deed of Non-competition have been disclosed in the Prospectus under the section headed “Relationship with our Controlling Shareholders — Deed of Non-competition” and the non-competition undertaking has become effective from the Listing Date.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions (the “Model Code”) by the 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. The Company has confirmed that, having made specific enquiry of all the Directors, all Directors have complied with the Model Code throughout the nine months ended 30 September 2022.

Pursuant to Rule 5.66 of the GEM Listing Rules, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his/her office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he/she would be prohibited from dealing by the Model Code as if he/she was a Director.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

On 20 August 2018, Icicle Production Company Limited (“Icicle Production”), an indirect wholly-owned subsidiary of the Company, as the borrower, entered into a bank facility letter (the “Facility Letter”) with DBS Bank (Hong Kong) Limited as the lender (the “Lender”), pursuant to which the Lender agreed to make available a bank overdraft facility, with a maximum facility (the “Facility Limit”) of HK\$10,000,000, which has been made available and will continue to be made available by Lender to Icicle Production on the terms and conditions therein contained. Pursuant to the Facility Letter, a specific performance covenant is imposed on Ms. Bonnie Chan Woo, the controlling Shareholder, to hold not less than 51% beneficial interest of the Company and Icicle Production.

In 2020, the Facility Limit has been adjusted to HK\$9,500,000 after the regular review by the Lender. Other than that, all terms and conditions under the Facility Letter remain unchanged.

In July 2022, the Facility Letter has been cancelled.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance in emphasising a quality board of directors, sound internal control, transparency and accountability with a view to safeguard the interests of all the Shareholders. The Board has adopted the principles and the code provisions of Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules. In accordance with the requirements of the GEM Listing Rules, the Company has established the Audit Committee, a nomination committee and a remuneration committee with specific written terms of reference. During the nine months ended 30 September 2022 and up to the date of this announcement, the Company has complied with all the code provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules except for the deviation from code provision C.2.1 as detailed below.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Under the current structure of the Company, Ms. Bonnie Chan Woo is the Chairperson and the Chief Executive Officer of the Company (“CEO”). In view that Ms. Bonnie Chan Woo has been managing the Group’s business and overall strategic planning since August 2002, the Board believes that the vesting of the roles of the Chairperson of the Board and CEO in Ms. Bonnie Chan Woo is beneficial to the business operations and management of the Group as it provides a strong and consistent leadership to the Group, and the current management has been effective in the development of the Group and implementation of business strategies under the leadership of Ms. Bonnie Chan Woo. In allowing the two roles to be vested in the same person, the Board believes both positions require in-depth knowledge and considerable experience in the Group’s business, and Ms. Bonnie Chan Woo is the most suitable person to take up both positions for effective management of the Group.

Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstances. Notwithstanding the above, the Board believes that the balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high-caliber individuals, with three of them being independent non-executive Directors.

Audit Committee and Review of Unaudited Condensed Consolidated Financial Statements

The Audit Committee was established with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph D.3 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Ip Arnold Tin Chee, Mr. Hung Alan Hing Lun and Mr. Man Ka Ho Donald; and Mr. Ip Arnold Tin Chee is the chairman of the Audit Committee. The primary duties of the Audit Committee include reviewing and supervising the Group’s financial reporting system, monitoring the internal control procedures and risk management, reviewing the Group’s financial information and the relationship with the external auditor of the Company, ensuring compliance with the relevant laws and regulations. In addition, the Audit Committee is responsible for the initial establishment and the maintenance of a framework of internal controls and ethical standards for the Group’s management.

The Unaudited Condensed Consolidated Financial Statements have not been audited. The Audit Committee has reviewed with the management of the Group the Unaudited Condensed Consolidated Financial Statements, the quarterly report, the accounting principles and policies adopted by the Group, and other financial reporting matters. The Audit Committee is satisfied that the Unaudited Condensed Consolidated Financial Statements 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
SV Vision Limited
Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

Hong Kong, 2 November 2022

As at the date of this announcement, the Board comprises Ms. Woo Chan Tak Chi Bonnie as executive Director, Mr. Chow Sai Yiu Evan as non-executive Director and Mr. Ip Arnold Tin Chee, Mr. Hung Alan Hing Lun and Mr. Man Ka Ho Donald as independent non-executive Directors.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at <https://svvision.io>.