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**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 RESULTS ANNOUNCEMENT  
FOR THE NINE MONTHS ENDED 31 DECEMBER 2022**

The board of directors of Mansion International Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) announces the unaudited condensed consolidated financial results of the Company and its subsidiaries for the nine months ended 31 December 2022. This announcement, containing the full text of the 2022/23 third quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to the information to accompany the preliminary announcement of third quarterly results. The printed version of the Company’s 2022/23 third quarterly report will be delivered to the shareholders of the Company and available for viewing on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.mansionintl.com](http://www.mansionintl.com) in due course in the manner as required by the GEM Listing Rules.

For and on behalf of  
**Mansion International Holdings Limited**  
**Yao Ruhe**  
*Chairman*

Hong Kong, 14 February 2023

*As at the date of this announcement, the executive Directors are Mr. Yao Ruhe (Chairman), Ms. Wong Ka Man and Ms. Kam Chun Fong; and the INEDs are Mr. Lang Yonghua, Ms. Wong Ying Yu and Mr. Wu Chi King.*

*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, 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published and will remain on the Company’s website at [www.mansionintl.com](http://www.mansionintl.com).*



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

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

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

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*This report, for which the directors 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 2022 (the “**Period**”), together with the comparative figures for the corresponding period in 2021, as follows:

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

For the three and nine months ended 31 December 2022

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue	3	<b>26,762</b>	25,491	<b>61,887</b>	64,483
Cost of sales		<b>(17,129)</b>	(16,790)	<b>(39,272)</b>	(39,216)
Gross profit		<b>9,633</b>	8,701	<b>22,615</b>	25,267
Other income, gains and losses	4	<b>152</b>	199	<b>7,270</b>	(2,361)
Selling and distribution costs		<b>(3,943)</b>	(4,233)	<b>(12,364)</b>	(13,443)
Administrative and other expenses		<b>(9,798)</b>	(6,593)	<b>(23,389)</b>	(24,249)
Finance costs	5	<b>(162)</b>	(238)	<b>(483)</b>	(634)
Loss before tax		<b>(4,118)</b>	(2,164)	<b>(6,351)</b>	(15,420)
Income tax expense	6	<b>(6)</b>	–	<b>(6)</b>	–
Loss for the period		<b>(4,124)</b>	(2,164)	<b>(6,357)</b>	(15,420)
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		–	–	–	(1,140)
Release of translation reserve upon disposal of subsidiaries		–	–	–	3,362
Total comprehensive expense attributable to owners of the Company		<b>(4,124)</b>	(2,164)	<b>(6,357)</b>	(13,198)
Loss per share:					
Basic and diluted (HK cents)	8	<b>(1.95)</b>	(4.20)	<b>(3.00)</b>	(31.92)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

	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 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 2022 (Unaudited)	10,577	95,803	5,987	288	8	–	–	(144,539)	(31,876)
As at 1 April 2022 (Audited)	<b>42,305</b>	<b>118,409</b>	–	–	<b>8</b>	–	–	<b>(144,265)</b>	<b>16,457</b>
Loss for the period	–	–	–	–	–	–	–	<b>(6,357)</b>	<b>(6,357)</b>
Total comprehensive income (expense) for the period	–	–	–	–	–	–	–	<b>(6,357)</b>	<b>(6,357)</b>
As at 31 December 2022 (Unaudited)	<b>42,305</b>	<b>118,409</b>	–	–	<b>8</b>	–	–	<b>(150,622)</b>	<b>10,100</b>



# 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 204, 2/F., Empire Court, 2–4 Hysan Avenue, Causeway Bay, Hong Kong.

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

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

### *Basis of preparation*

The unaudited condensed consolidated financial statements of the Group for the Period (the “**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 2022 (the “**Annual Financial Statements 2021/22**”), 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 2022.

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 2021/22.

### 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 2022 is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Original Equipment Manufacturing ("OEM")	15,522	14,877	38,384	39,440
Original Brand Manufacturing ("OBM")	11,240	10,614	23,503	25,043
	<b>26,762</b>	25,491	<b>61,887</b>	64,483

### 4. OTHER INCOME, GAINS AND LOSSES (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Bank interest income	–	–	–	2
Expected credit losses on trade receivables	–	–	–	(10)
Sundry income and expenses, net (Refund) receive of government subsidies	(424)	201	(320)	445
Loss on disposal of property, plant and equipment	576	(2)	1,152	(272)
Gain/(loss) on disposal of subsidiaries (note 9)	–	–	(20)	–
	–	–	6,458	(2,526)
	<b>152</b>	199	<b>7,270</b>	(2,361)

### 5. FINANCE COSTS (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Interest on other borrowings	133	150	385	317
Interest on lease liabilities	29	88	98	317
	<b>162</b>	238	<b>483</b>	634

## 6. INCOME TAX EXPENSE (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Current tax – Hong Kong Profit Tax – tax for the Period	6	–	6	–
Deferred tax – charge for the Period	–	–	–	–
Income tax expense	6	–	6	–

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 (2021: 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	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
<b>Loss</b>				
Loss attributable to owners of the Company for the purposes of basic and diluted loss per share (HK\$'000)	(4,124)	(2,164)	(6,357)	(15,420)
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	211,524,720	51,470,318	211,524,720	48,314,090

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 2021.

## 9. GAIN ON DISPOSAL OF SUBSIDIARIES

On 1 April 2022, Flair Elite Limited, a direct wholly-owned subsidiary of the Company, has entered into a sales and purchase agreement with an independent third party (the "**Buyer**") of the Group, to dispose of its direct wholly-owned subsidiary, Mantex Suppliers Co. Limited ("**Mantex Suppliers**"), at a cash consideration of HK\$1. The Mantex Suppliers carried out the business of wholesale of children wear during the year ended 31 March 2022 and up to the disposal date. The disposal was completed on 1 April 2022 (the "**Completion Date**"), on which date control of the Mantex Suppliers was passed to the Buyer.

Gain on disposal of subsidiary amounted to HK\$6,458,000 was analysed as follows:

	<b>For the nine months ended 30 September 2022: (Unaudited) HK\$'000</b>
Proceeds from disposal (at a cash consideration of HK\$1)	–
Add: Net liabilities of Mantex Suppliers as at the Completion Date	<b>6,458</b>
Gain on disposal of subsidiary	<b>6,458</b>





## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is principally engaged in the sale of baby and children garments by OEM and OBM. In 2022, the threat of the COVID-19 seriously disrupted a wide range of local economic activities and supply chains in the Asian region. The epidemic even evolved into a pandemic during the Period, sending a severe shock to the global economy.

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

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

### FINANCIAL REVIEW

#### *Revenue*

The Group’s revenue decreased by approximately 4.0% to approximately HK\$61.9 million for the Period as compared to that of approximately HK\$64.5 million for the nine months ended 31 December 2021 (the “**Corresponding Period**”). The revenue of the Group’s OEM business decreased by approximately 2.7% to approximately HK\$38.4 million for the Period as compared to that of approximately HK\$39.4 million for the Corresponding Period. Such decrease was mainly due to the threat of COVID-19.

The revenue of the Group’s OBM business decreased by approximately 6.1% to approximately HK\$23.5 million for the Period as compared to that of approximately HK\$25.0 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.



### ***Cost of sales, gross profit and gross profit margin***

The Group's cost of sales increased slightly by approximately 0.1% to approximately HK\$39.3 million for the Period as compared to that of approximately HK\$39.2 million for the Corresponding Period. The Group's gross profit decreased by approximately HK\$2.7 million to approximately HK\$22.6 million for the Period as compared to that of approximately HK\$25.3 million for the Corresponding Period, resulting from the significant decrease in the Group's revenue and the Group's gross profit margin also decreased from 39.2% to 36.5% for the Period.

### ***Expenses***

The Group's selling and distribution costs decreased by approximately 8.0% to approximately HK\$12.4 million for the Period as compared to those of approximately HK\$13.4 million for the Corresponding Period. The Group's administrative and other expenses decreased by approximately 3.5% to approximately HK\$23.4 million for the Period as compared to those of approximately HK\$24.2 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 23.8% to approximately HK\$483,000 during the Period as compared to those of approximately HK\$634,000 for the Corresponding Period. The decrease in finance cost due to the Group has settled certain borrowings during the year ended 31 March 2022.

### ***Loss before tax***

The Group's loss before tax decreased by approximately 58.8% to approximately HK\$6.4 million for the Period as compared to that of approximately HK\$15.4 million for the Corresponding Period. Such decrease was mainly due to the gain on disposal of subsidiaries of approximately HK\$6.5 million.



## **DIVIDEND**

The Board has resolved not to declare the payment of any dividend for the Period (2021: Nil).

## **OUTLOOK**

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

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

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



Nonetheless, the Directors will do our best to prepare and weather the challenging period ahead by implementing cost reduction initiatives including further streamline the operations. For our OEM business, we shall also reduce our Group's costs by restructuring our production by working with other manufacturers across Asia Pacific. This action will allow us to continue to work with our established customers while further expanding our business into children's and teenagers' wear. We shall see a reduction of brick and mortar retail outlets in Hong Kong for our OBM business while developing and expanding our online business. We believe that there has been a change in customer buying behaviour from offline to online since the pandemic and social unrest. We shall put significant effort into our eCommerce site while partnering with other online retailers to grow our online business.

Looking ahead to 2022/2023, 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 2022/2023. 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.



## ACQUISITIONS AND DISPOSALS

### *Disposal of subsidiaries*

On 1 April 2022, Flair Elite Limited, a direct wholly-owned subsidiary of the Company, has entered into a sales and purchase agreement with an independent third party (the “**Buyer**”) of the Group, to dispose of its direct wholly-owned subsidiary, Mantex Suppliers Co. Limited (“**Mantex Suppliers**”), at a cash consideration of HK\$1. The Mantex Suppliers carried out the business of wholesale of children wear during the year ended 31 March 2022 and up to the disposal date. The disposal was completed on 1 April 2022 (the “**Completion Date**”), on which date control of the Mantex Suppliers 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 2022.

## FUND RAISING ACTIVITIES

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



## 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.

No option has been granted, exercised, cancelled or lapsed under the Share Option Scheme during the Current Period. The Company did not have any outstanding share options, warrants, derivatives or securities which are convertible or exchangeable into Shares as at 31 December 2022 and up to date of this report.

**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 2022, 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

<b>Name</b>	<b>Capacity</b>	<b>Number of ordinary Shares held</b>	<b>Approximate percentage of the issued share capital of the Company as at 31 December 2021</b>
Mr. Yao Ruhe	Beneficial owner	400,000	0.19%

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 2022.



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

As at 31 December 2022, 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

Save as disclosed in this report, 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. Wang Rongqian has resigned as an INED, chairman of the remuneration committee of the Company (the "**Remuneration Committee**"), and a member of each of the audit committee (the "**Audit Committee**") and the nomination committee (the "**Nomination Committee**") of the Company with effect from 1 April 2022.
2. Ms. Kam Chun Fong was appointed as an executive Director with effect from 1 April 2022.
3. Mr. Cheung Desmond Lap Wai has resigned as an executive Director, the company secretary, an authorised representative and the process agent of the Company with effect from 1 April 2022.
4. Mr. Lang Yonghua was appointed as an INED, chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee with effect from 1 April 2022.



## 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. Lang Yonghua 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**  
**Yao Ruhe**  
*Chairman*

Hong Kong, 14 February 2023

*As at the date hereof, the executive Directors are Mr. Yao Ruhe (chairman), Ms. Kam Chun Fong and Ms. Wong Ka Man; and the INEDs are Mr. Lang Yonghua, 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](http://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](http://www.mansionintl.com).*