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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)**

## **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025**

### **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 Main Board. 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 higher market volatility than securities traded on the Main Board 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 Mansion International 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 this announcement misleading.*

*The original announcement is prepared in the English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.*

## **HIGHLIGHT**

- The Group's revenue amounted to approximately HK\$51,360,000 for the year ended 31 March 2025, representing a decrease of approximately HK\$18,489,000 or 26.5% as compared to the year ended 31 March 2024.
- Total comprehensive loss for the year attributable to the owners of the Company was approximately HK\$4,874,000 for the year ended 31 March 2025 as compared to a loss of approximately HK\$4,684,000 for the year ended 31 March 2024.
- The Board does not recommend the payment of any dividend for the years ended 31 March 2025 and 2024.

## ANNUAL RESULTS

The Board of Directors (the “**Board**”) of the Company is pleased to present the consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2025, together with the comparative figures for the corresponding year, as follows:

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

*For the year ended 31 March 2025*

	<i>Note</i>	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Revenue	5	<b>51,360</b>	69,849
Cost of sales		<b>(43,208)</b>	(55,364)
<b>Gross profit</b>		<b>8,152</b>	14,485
Other income	6	<b>104</b>	155
Other gains and losses, net	7	<b>–</b>	144
Impairment losses on trade receivables		<b>(156)</b>	(311)
Selling and distribution costs		<b>(5,409)</b>	(7,285)
Administrative expenses		<b>(6,969)</b>	(11,244)
<b>Loss from operations</b>		<b>(4,278)</b>	(4,056)
Finance costs	8	<b>(556)</b>	(509)
<b>Loss before tax</b>	9	<b>(4,834)</b>	(4,565)
Income tax expense	10	<b>(40)</b>	(119)
<b>Loss and total comprehensive income for the year attributable to owners of the Company</b>		<b>(4,874)</b>	(4,684)
			(Restated)
<b>Loss per share</b>	11		
Basic and diluted ( <i>HK\$</i> )		<b>(0.18)</b>	(0.18)

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*As at 31 March 2025*

	<i>Note</i>	<b>2025</b> <b>HK\$'000</b>	<b>2024</b> <b>HK\$'000</b>
<b>Non-current assets</b>			
Property, plant and equipment		<b>1,760</b>	2,879
Right-of-use assets		<b>827</b>	–
		<u><b>2,587</b></u>	<u>2,879</u>
<b>Current assets</b>			
Inventories		<b>482</b>	878
Trade receivables	12	<b>32,773</b>	38,847
Deposits, prepayments and other receivables		<b>482</b>	1,402
Cash and bank balances		<b>322</b>	4,370
		<u><b>34,059</b></u>	<u>45,497</u>
<b>Current liabilities</b>			
Trade payables	13	<b>12,836</b>	20,170
Accruals and other payables	14	<b>10,278</b>	10,432
Amount due to a director		–	163
Other borrowings	15	<b>11,637</b>	11,727
Lease liabilities		<b>819</b>	–
Tax payables		<b>159</b>	119
		<u><b>35,729</b></u>	<u>42,611</u>
<b>Net current (liabilities)/assets</b>		<u><b>(1,670)</b></u>	<u>2,886</u>
<b>Total assets less current liabilities</b>		<u><b>917</b></u>	<u>5,765</u>
<b>Non-current liabilities</b>			
Lease liabilities		<u><b>26</b></u>	<u>–</u>
<b>Net assets</b>		<u><b>891</b></u>	<u>5,765</u>
<b>Equity and reserves</b>			
Equity attributable to owners of the Company			
Share capital	16	<b>42,305</b>	42,305
Reserves		<u><b>(41,414)</b></u>	<u>(36,540)</u>
<b>Total equity</b>		<u><b>891</b></u>	<u>5,765</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

Mansion International Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands. Its issued shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). 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 (collectively referred to as the “**Group**”) are principally engaged in the sale of baby and children garments.

## 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRS Accounting Standards comprise Hong Kong Financial Reporting Standards (“**HKFRS**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Material accounting policies information adopted by the Group are discussed below.

The HKICPA has issued certain new and revised HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 below provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### Going concern basis

For the year ended 31 March 2025, the Group incurred net loss of approximately HK\$4,874,000 and as of that date, the Group had net current liabilities of approximately HK\$1,670,000. In addition, as at 31 March 2025, the Group had other borrowings of approximately HK\$11,637,000, while the Group had cash and bank balances of approximately HK\$322,000.

In preparing the consolidated financial statements, the management has given careful consideration to the current and anticipated future liquidity of the Group and the ability of the Group to achieve positive cash flow from operations in immediate and long terms. The directors of the Company have reviewed the Group’s cash flow projections prepared by the management. The cash flow projections cover a period of twelve months from date of approval for issue of these consolidated financial statements. The directors of the Company are of the opinion that, taking into account of the plans and measures below, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from date of approval for issue of these consolidated financial statements.

In order to strengthen the Group's capital base and maintain sufficient financing necessary for future business development, the directors of the Company have taken the following measures:

- (a) the lender of other borrowings has agreed to defer the repayment of the borrowings upon the Group has sufficient working capital for the daily operation and meet its liabilities as they fall due;
- (b) the Group will consider fund raising activities (including proposed right issue with an ordinary resolution passed at the extraordinary general meeting on 5 March 2025) to meet the financial obligations; and
- (c) the Group continues to improve operating efficiency by implementing measures to tighten the cost controls, over various operating expenses in order to enhance its profitability and to improve the cash flow from its operation in the future.

Therefore, the directors of the Company are of the view that it is appropriate to adopt the going concern basis in preparing these consolidated financial statements.

Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets as current assets and non-current liabilities as current liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

### 3. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS

#### (a) Application of new and revised HKFRS Accounting Standards

The Group has applied the following amendments to HKFRS Accounting Standards and interpretation issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2024 for the preparation of the consolidated financial statements:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Hong Kong Interpretation 5	Presentation of Financial Statements — Classification
("HK Int 5") (Revised)	by the Borrower of a Term Loan that Contains a
	Repayment on Demand Clause
Amendments to HKAS 7 and	Supplier Finance Arrangements
HKFRS 7	

***Adoption of Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current” and Amendments to HKAS 1 “Non-current Liabilities with Covenants” (collectively the “HKAS 1 Amendments”)***

As a result of the adoption of the HKAS 1 Amendments, the Group changed its accounting policy for the classification of borrowings as below:

*“Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period.”*

*Covenants that the Group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification.”*

This new policy did not result in a change in the classification of the Group’s borrowings. The Group did not make retrospective adjustments as a result of adopting HKAS 1 Amendments.

Except for the above, other amendments and interpretation listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**(b) Revised HKFRS Accounting Standards in issue but not yet effective**

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of new standards and amendments to standards and interpretation, which are not effective for the year ended 31 March 2025 and which have not been adopted in these consolidated financial statements. The Group has not early applied the following which may be relevant to the Group:

	<b>Effective for accounting periods beginning on or after</b>
Amendments to HKAS 21 and HKFRS 1 — Lack of Exchangeability	1 January 2025
Amendments to HKFRS 9 and HKFRS 7 — Classification and Measurement of Financial Instruments	1 January 2026
Amendments to HKFRS 9 and HKFRS 7 — Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to HKFRS Accounting Standards — Volume 11	1 January 2026
HKFRS 18 — Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HK Int 5 — Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate Joint Vent	To be determined by the HKICPA

The directors of the Company are in the process of making an assessment of what the impacts of these new standards, amendments to standards and interpretation are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for:

***HKFRS 18 “Presentation and Disclosure in Financial Statements”***

HKFRS 18 will replace HKAS 1 “Presentation of financial statements”, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information.

The directors of the Company are currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

#### **4. SEGMENT INFORMATION**

The Group determines its operating segments based on the internal reports reviewed by the executive directors, who are the chief operating decision-maker, that are used to allocate resources and assess performance.

Sale of baby and children garments includes brand “Mides” and complementary third party brand products through self-operated retail stores and department store counters in Hong Kong, and wholesale in United Kingdom and the PRC, including Hong Kong and Macau.

Since there is only one operating segment of the Group, no segment information is presented other than entity-wide disclosures.

The Group’s revenue from external customers are divided into the following geographical location of customers:

	<b>2025</b>	2024
	<b><i>HK\$’000</i></b>	<i>HK\$’000</i>
PRC includes Hong Kong and Macau	<b>51,360</b>	67,723
United Kingdom	—	2,126
	<b><u>51,360</u></b>	<u>69,849</u>

All of the Group’s non-current assets are located in Hong Kong as at 31 March 2025 and 2024. Accordingly, no further geographical information of non-current assets to be disclosed.



## Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Customer A	N/A*	21,226
Customer B	N/A*	11,633
Customer C	N/A*	7,812
Customer D	N/A*	7,774
Customer E	N/A*	6,955
Customer F	6,575	N/A*
Customer G	5,265	N/A*

\* The customer contributed less than 10% of the total revenue of the Group during the respective year.

## 5. REVENUE

Revenue represents the aggregation of net amounts received and receivable during the year. An analysis of the Group's revenue for the year is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Revenue recognised at a point in time within the scope of HKFRS 15</b>		
Sales of baby and children garments	51,360	69,849

## 6. OTHER INCOME

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	–	1
Sundry income	104	154
	104	155

## 7. OTHER GAINS AND LOSSES, NET

	2025 HK\$'000	2024 HK\$'000
Reversal of provision for reinstatement costs	—	164
Write-off of property, plant and equipment	—	(20)
	<u>—</u>	<u>144</u>

## 8. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest on a loan from a director of a subsidiary	—	5
Interest on other borrowings	502	503
Interest on lease liabilities	54	1
	<u>556</u>	<u>509</u>

## 9. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	2025 HK\$'000	2024 HK\$'000
Directors' remuneration	<u>510</u>	<u>516</u>
Employee benefit expenses (excluding directors' remuneration):		
— Salaries, allowances and other benefits	2,529	5,325
— Pension scheme contributions	<u>118</u>	<u>288</u>
	<u>2,647</u>	<u>5,613</u>
Total staff costs	<u>3,157</u>	<u>6,129</u>
Auditor's remuneration		
— Audit services	550	550
— Non-audit services	60	—
Cost of inventories recognised as an expenses	43,208	55,364
Depreciation of property, plant and equipment	1,119	1,153
Depreciation of right-of-use assets	778	155
Expenses relating to short-term lease	—	298
Variable lease expenses	1,022	1,992
Impairment losses on trade receivables	<u>156</u>	<u>311</u>

## 10. INCOME TAX EXPENSE

Income tax has been recognised in profit or loss as following:

	2025 HK\$'000	2024 HK\$'000
Current tax		
Provision for the year	68	119
Over-provision in prior years	(28)	—
	<u>40</u>	<u>119</u>

Under the two-tiered Hong Kong Profits tax regime, the first HK\$2,000,000 of profits of the qualifying corporation are taxed at 8.25%, and profits above HK\$2,000,000 are taxed at 16.5% of the estimated assessable profits for the years ended 31 March 2025 and 2024. The profits of the group entities not qualifying for the two-tiered Profits Tax rate regime will continue to be taxed at a rate of 16.5%.

## 11. LOSS PER SHARE

### (a) Basic loss per share

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

	2025 HK\$'000	2024 HK\$'000
<b>Loss for the year</b>		
Loss for the year attributed to the owners of the Company for the purpose of calculating basic loss per share	<u>(4,874)</u>	<u>(4,684)</u>
	2025	2024 (Restated)
<b>Number of shares</b>		
Number of ordinary shares for the purpose of calculating basic loss per share	<u>26,440,590</u>	<u>26,440,590</u>

### (b) Diluted loss per share

No adjustment had been made to the basic loss per share for the years ended 31 March 2025 and 2024 as the Company has no outstanding potential ordinary share during both years.

For the purposes of calculation of basis and diluted loss per share for the years ended 31 March 2025 and 2024, the share consolidation of the Company being effective on 7 March 2025 (note 16(a)) was deemed to be effective throughout the period from 1 April 2023 to 31 March 2025.

## 12. TRADE RECEIVABLES

	2025 HK\$'000	2024 HK\$'000
Trade receivables	33,913	39,831
Less: allowance for credit losses	(1,140)	(984)
Trade receivables, net	<u>32,773</u>	<u>38,847</u>

The Group's trading terms with wholesales customers are mainly on credit. The credit terms generally range from 30 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors of the Company.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice dates at the end of the reporting period:

	2025 HK\$'000	2024 HK\$'000
Within 30 days	9,046	8,832
31 days to 120 days	13,093	20,899
121 days to 1 year	11,604	10,100
Over 1 year	170	—
	<u>33,913</u>	<u>39,831</u>
Less: allowance for credit losses	(1,140)	(984)
	<u>32,773</u>	<u>38,847</u>

The Group's trade receivables are denominated in Hong Kong dollars.

## 13. TRADE PAYABLES

	2025 HK\$'000	2024 HK\$'000
Trade payables	<u>12,836</u>	<u>20,170</u>

The average credit period on trade payables is 30 days. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2025 HK\$'000	2024 HK\$'000
Within 30 days	8,665	6,420
31 days to 1 year	4,000	13,098
More than 1 year	171	652
	<u>12,836</u>	<u>20,170</u>

The carrying amounts of the Group's trade payables, which are denominated in currencies as follow:

	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000
HK\$	<b>12,701</b>	19,460
Renminbi	<b>135</b>	710
	<b><u>12,836</u></b>	<b><u>20,170</u></b>

#### 14. ACCRUALS AND OTHER PAYABLES

	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000
Other payables	<b>1,069</b>	1,078
Accrued expenses	<b>9,209</b>	9,354
	<b><u>10,278</u></b>	<b><u>10,432</u></b>

All accruals and other payables are denominated in Hong Kong dollars.

#### 15. OTHER BORROWINGS

On 17 May 2019, the Group entered into an agreement with a former director of the Company, who resigned on 24 April 2020, to borrow a loan of HK\$20,000,000 with maturity date on 30 June 2021. As at 31 March 2025, the outstanding balance of approximately HK\$8,367,000 (2024: HK\$8,367,000) was unsecured, bearing interest at the rate of 4% per annum and repayable on demand.

On 3 August 2021, the Group entered into another agreement with the same former director of the Company to borrow a loan of HK\$3,360,000 with maturity date on 2 August 2022. As at 31 March 2025, the outstanding balance of approximately HK\$3,270,000 (2024: HK\$3,360,000) was unsecured, bearing interest at the rate of 5% per annum and repayable on demand.

The other borrowings were denominated in Hong Kong dollars.

## 16. SHARE CAPITAL

		Number of shares		
		Par value of HK\$0.2 each	Par value of HK\$1.6 each	Amount HK\$
	<i>Note</i>			
Authorised ordinary shares:				
As at 1 April 2023, 31 March 2024 and 1 April 2024		500,000,000	–	100,000,000
Share consolidation	(a)	<u>(500,000,000)</u>	<u>62,500,000</u>	<u>–</u>
<b>As at 31 March 2025</b>		<u><u>–</u></u>	<u><u>62,500,000</u></u>	<u><u>100,000,000</u></u>
Issue and fully paid ordinary shares:				
As at 1 April 2023, 31 March 2024 and 1 April 2024		211,524,720	–	42,304,944
Share consolidation	(a)	<u>(211,524,720)</u>	<u>26,440,590</u>	<u>–</u>
<b>As at 31 March 2025</b>		<u><u>–</u></u>	<u><u>26,440,590</u></u>	<u><u>42,304,944</u></u>

*Note (a):*

On 5 March 2025, an ordinary resolution was passed at the extraordinary general meeting of the Company that every eight issued and unissued existing shares of a par value of HK\$0.2 each in the share capital of the Company be consolidated into one consolidated share of a par value of HK\$1.6 each in the share capital of the Company (the “**Share Consolidation**”). The Share Consolidation became effective on 7 March 2025.

For details, please refer to the announcements of the Company dated 20 December 2024 and 5 March 2025 and the circular of the Company dated 14 February 2025.

## 17. DIVIDEND

No dividend was declared and paid during the years ended 31 March 2025 and 2024.

## **EXTRACT OF THE AUDITOR’S REPORT**

The following is an extract of the independent auditor’s report on the Group’s annual financial statements for the year ended 31 March 2025:

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## **MATERIAL UNCERTAINTY RELATING TO GOING CONCERN**

We draw attention to note 2 to the consolidated financial statements that the Group incurred a net loss of approximately HK\$4,874,000 for the year ended 31 March 2025 and as of that date, the Group had net current liabilities of approximately HK\$1,670,000. In addition, as at 31 March 2025, the Group had other borrowings of approximately HK\$11,637,000, while the Group had cash and bank balances of approximately HK\$322,000. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

The Group is principally engaged in the sale of baby and children garments. In 2024/2025, economic weakness and low consumer sentiment in Hong Kong had created significant challenges for the Hong Kong retail market. Together with the trend of cross-border spending and changing consumption patterns has led to a noticeable decline in the spendings by customers. The change, coupled with weakened consumer sentiment and economic uncertainties, posed challenges for the retail market in Hong Kong. As such, the Group has recorded a decrease in revenue for the year ended 31 March 2025 (the “**Year**”) by approximately HK\$18.5 million, as compared to the Corresponding Year. Despite the uncertainties and challenges the Group faces this year, the Group foresees that our business performance will be getting better in year 2024/2025 as a result of the Group implemented several strategic initiatives, including but not limited to the menu innovation and operational streamlining.

## **FINANCIAL REVIEW**

### **Revenue**

The Group's revenue decreased by approximately 26.5% to approximately HK\$51.4 million for the Year as compared to that of approximately HK\$69.8 million for the year ended 31 March 2024 (the "**Corresponding Year**"). The revenue of the Group's business decreased was mainly due to the decrease in willingness of spending by the consumers.

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

The Group's cost of sales decreased by approximately 22.0% to approximately HK\$43.2 million for the Year as compared to that of approximately HK\$55.4 million for the Corresponding Year which is in line with the decrease in revenue during the Year. The Group's gross profit decreased by approximately 43.7% to approximately HK\$8.2 million for the Year as compared to that of approximately HK\$14.5 million for the Corresponding Year, resulting from the decrease in the Group's revenue and the Group's gross profit margin also decreased from 20.8% to 15.9% for the Year.

### **Expenses**

The Group's selling and distribution costs decreased by approximately 25.8% to approximately HK\$5.4 million for the Year as compared to those of approximately HK\$7.3 million for the Corresponding Year. The Group's administrative and other expenses decreased by approximately 38.0% to approximately HK\$7.0 million for the Year as compared to those of approximately HK\$11.2 million for the Corresponding Year. 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 increased by approximately 9.2% to approximately HK\$556,000 during the Year as compared to those of approximately HK\$509,000 for the Corresponding Year. The increase in finance cost due to the increase of interests on lease liabilities during the Year.



## **Loss before tax**

The Group's loss before tax increased by 5.9% to approximately HK\$4.8 million for the Year as compared to that of approximately HK\$4.6 million for the Corresponding Year. Such increase was mainly due to the decreased in gross profit of approximately HK\$6.3 million for the Year as compared to the Corresponding Year while offset by the decrease in selling and distribution cost and administrative expenses of approximately HK\$6.2 million for the Year as compared with the Corresponding Year.

## **DIVIDEND**

The Board has resolved not to declare the payment of any dividend for the Year (2024: Nil).

## **OUTLOOK**

Looking forward, the 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. The business performance is thus expected to remain under pressure in the coming year and will remain very difficult in the near term amid the deep economic recession.

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.

Even though the past years were very tough for the Group's retail operations, the Group has made certain important strategic moves such as adjusting our product portfolio in a timely manner in response to the changes in customer preferences and latest market trends. Besides our signature own brand "**Mides**", the Group is gradually increasing its sales efforts on its other brands such as "**All I Adore**" and other complementary third party brands. Looking forward, the Group intend to maintain a sustainable and profitable retail business and will progressively develop its online and social media distribution channels to fuel its future growth.

Looking ahead to 2024/2025, the Group 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.

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

The Group's sources of funds were mainly cash generated from operations. As at 31 March 2025, the Group had cash and bank balances of approximately HK\$0.3 million (31 March 2024: approximately HK\$4.4 million). As at 31 March 2025, the Group's other borrowings amounted to approximately HK\$11.6 million (31 March 2024: approximately HK\$11.7 million). The Group's other borrowings are unsecured, repayable on demand and denominated in Hong Kong Dollars, and bear interest from 4% to 5% (31 March 2024: 4% to 5%) per annum. As at 31 March 2024, the amounts due to directors amounted to approximately HK\$0.2 million which is unsecured, no interests and repayable on demand.

The current ratio was 1.0 as at 31 March 2025 (31 March 2024: 1.1) and the gearing ratio was approximately 14.0 as at 31 March 2025 (31 March 2024: 2.1).

*Note:* Current ratio is calculated as the current assets divided by current liabilities. Gearing ratio is calculated as the total debt (including the bank and other borrowings, loan from/amount due to a Director and lease liabilities) divided by total equity.

The Group did not use any financial instruments for hedging purposes during FY2025 (FY2024: Nil). As at 31 March 2025, the share capital and equity attributable to owner of the Company amounted to approximately HK\$42.3 million and HK\$0.9 million respectively (31 March 2024: share capital and equity attributable to owner of the Company of HK\$42.3 million and HK\$5.8 million respectively).

## **CAPITAL COMMITMENTS**

Save as disclosed in this announcement, the Group did not have any significant capital commitments as at 31 March 2025 (31 March 2024: Nil).

## **CHARGE OVER ASSETS OF THE GROUP**

The group did not have any charge over assets of the Group as at 31 March 2025 (31 March 2024: Nil).

## **ACQUISITIONS AND DISPOSALS**

Save as disclosed in the announcement, the Group did not have any acquisitions and disposals of subsidiaries, associates and joint ventures during the Year.

## SHARE OPTION SCHEME

The Company has adopted the share option scheme on 28 December 2017 and has been amended on 28 April 2023 (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 Directors (including independent non-executive Directors) and employees of any member of the Group (including persons who are granted options under this Share Option Scheme as an inducement to enter into employment contracts with any member 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 or awards of the Group must not in aggregate exceed 10% of the total number of Shares in issue as at 28 April 2023, being the date of approval of the refreshment of 10% general scheme limit under the Share Option Scheme by the Shareholders.

### 4. Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options or awards granted under the Share Option Scheme (including both exercised and outstanding options or awards) 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 or awards 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 or awards 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 or awards 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**

The vesting period for options shall not be less than 12 months. Options granted to employee participants may be subject to a shorter vesting period under the following circumstances:

- (a) grants of Options with performance-based vesting conditions as determined by the Board, in lieu of time-based vesting criteria;
- (b) grants of Options with a mixed or accelerated vesting schedule such as where the awards may vest evenly over a period of 12 months; and
- (c) grants of Options with a total vesting and holding period of more than 12 months.

## **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. Subject to the Stock Exchange granting the necessary waiver, a grantee may transfer any options to a vehicle (such as a trust or a private company) for the benefit of the grantee and any family members of such grantee including but not limited to for estate planning and/or tax planning purposes that would continue to meet the purpose of the Share Option Scheme and comply with other requirements of Chapter 23 of the GEM Listing Rules.

## **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 Year. The Company did not have any outstanding share options, warrants, derivatives or securities which are convertible or exchangeable into Shares as at 31 March 2025 and up to the date of this announcement.

The number of options available for grant under the scheme mandate of the Share Option Scheme at the beginning and the end of the FY2025 were 2,644,059 Shares (the share consolidation was deemed to be effective for illustration) and 2,644,059 Shares respectively. The total number of Shares available for issue under each of the Share Option Scheme (including options granted but not yet exercised and options available for issue) was 2,644,059 Shares, representing approximately 10.0% of the total number of issued Shares as at the date of this announcement.

## **EVENT AFTER THE REPORTING PERIOD**

The Group did not have any important event after the year ended 31 March 2025.

## **FOREIGN EXCHANGE EXPOSURE**

The Group's business operations were conducted in Hong Kong and the transactions, monetary assets and liabilities of the Group were denominated in Hong Kong dollars and United States dollars. As at 31 March 2025, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

## **CONTINGENT LIABILITIES**

As at 31 March 2025, the Group did not have any significant contingent liabilities (31 March 2024: Nil).

## **THE CAPITAL REORGANISATION AND THE RIGHTS ISSUE**

On 20 December 2024, the Board proposed to implement the Capital Reorganisation, which comprised the share consolidation (every eight (8) issued and unissued existing shares with par value of HK\$0.2 each be consolidated into one (1) consolidated Share with par value of HK\$1.6 each) and capital reduction and the subdivision (the par value of each issued consolidated share will be reduced from HK\$1.6 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$1.59 per issued consolidated share, so that following such reduction, each issued consolidated share shall become one adjusted share with par value of HK\$0.01 each) (the “**Capital Reorganisation**”) and proposed subject to, amongst others, the Capital Reorganisation becoming effective, to implement the Rights Issue on the basis of four (4) Rights Shares for every one (1) adjusted share held on the record date at the subscription price of HK\$0.29 per Rights Share (the “**Rights Issue**”), to raise gross proceeds of approximately HK\$30.7 million before expenses (assuming no other change in the number of Shares in issue save for the share consolidation on or before the record date), by way of the Rights Issue of up to 105,762,360 rights shares to the qualifying shareholders on a non-underwritten basis. The Company will provisionally allot to the qualifying shareholders four (4) rights shares in nil-paid form for every one (1) adjusted share in issue and held on the record date. The Rights Issue is only available to the qualifying shareholders and will not be available to the excluded shareholders. There will be no excess application arrangements in relation to the Rights Issue. The estimated net proceeds (after the deduction of the costs and expenses relating to the Rights Issue) will be approximately HK\$29.5 million (assuming no further issue of new share(s) and no repurchase of share(s) by the

Company on or before the record date), if fully subscribed. The Company intends to apply the net proceeds from the Rights Issue for (i) the repayment of other borrowings owed by the Group; (ii) the payment of rental expenses and management fees under its existing lease commitments; (iii) the payment of salaries of the Group's employees; and (iv) working capital for the existing business. The Capital Reorganisation and the Rights Issue were approved by the shareholders at the EGM held on 5 March 2025. Up to the date hereof, the share consolidation was becoming effective on 7 March 2025, but the capital reduction and the subdivision and the Rights Issue were not yet completed. For further details of the Capital Reorganisation and the Rights Issue, please refer to the announcement dated 20 December 2024 and 29 May 2024 and the circular dated 14 February 2025.

## **FUTURE PLANS**

Looking forward, the Group will continue to improve the operational efficiency and keep on the cost control measures, and on the other hand, the Group will actively optimize its existing resources so as to enhance the core competitiveness.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 March 2025, the Group had about 11 (2024: 34) employees working in Hong Kong.

As the guiding principles, the Group uses its best endeavours offering the most competitive compensation to our employees based on factors, including their qualifications, experience, responsibilities and performance, and treats all of our staff equally and fairly. The Group provides a safe and equal-working environment.

Our employees will be compensated with a fair and equitable manner, and the opportunity to grow and excel with the Group through continuous learning at all levels. Our employees are entitled to a mandatory provident fund (the “**MPF**”) scheme, medical insurance and statutory holidays. The Group rewards employees with competitive remuneration, including salaries, allowance and performance bonus. Furthermore, the Company has adopted a share option scheme on 28 December 2017 (the “**Share Option Scheme**”) to reward the eligible participants for their contribution to the Group. The Group also provides internal training to our staff to enhance their technical and product knowledge.

## **RETIREMENT BENEFITS PLANS**

The Group participates in the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees employed.

For the MPF scheme, contributions are made by both employer and employees based on the employees' relevant monthly income at rates in compliance with statutory requirements. Employers' contributions to defined contribution schemes amounted to HK\$118,000 for FY2025 (FY2024: HK\$288,000).

## **STAKEHOLDERS' ENGAGEMENT**

The Group obtains and understands the views of its stakeholders regularly. This communication provides valuable feedback for the Group's business, and assists the Group to understand stakeholders' needs and assess the best way to leverage the resources and expertise to contribute to future business and community development.

## **COMPETING BUSINESS**

None of the Directors or the controlling Shareholder(s) or their respective close associates (as defined under the GEM Listing Rules) has interests in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the FY2025 and up to the date hereof.

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

During the FY2025, the Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

## **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company's corporate governance practices are based on the principles of good corporate governance as set out in the Corporate Governance Code in Part 2 of Appendix C1 to the GEM Listing Rules (the "**CG Code**") and in relation to, among others, the Directors, chairman and chief executive officer, Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and communications with the Shareholders. For the period under review, the Company had complied with all the code provisions set out in the CG Code.



## **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.

## **EVENTS AFTER THE REPORTING PERIOD**

As at the date of this announcement, the Group had no significant events after the reporting period which need to be disclosed.

## **REQUIRED STANDARD OF DEALINGS FOR DIRECTORS' SECURITIES TRANSACTIONS**

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 during FY2025 and up to the date hereof, each of them has confirmed he/she had complied with the Required Standard of Dealings throughout the FY2025. No incident of non-compliance was noted by the Company during the FY2025.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules and the CG Code which is adopted on 26 January 2018 and revised on 31 December 2018. The primary duties of our audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of the Group. The audit committee consists of three independent non-executive Directors, namely Mr. Wu Chi King, who has the appropriate auditing and financial related management expertise and serves as the chairman of the audit committee, Ms. Wong Ying Yu and Mr. Lang Yonghua. The audit committee has reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements of the Group for the year ended 31 March 2025 and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

## FINANCIAL INFORMATION

The financial information set out in this announcement does not constitute the Group's consolidated financial statements for the financial year, but represents an extract from those financial statements. The financial information has been reviewed by the audit committee and approved by the Board, as to the amounts set out in the Group's consolidated financial statements for the year.

## SCOPE OF WORK OF MCMILLAN WOODS (HONG KONG) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, and other comprehensive income and the related notes thereto for the year ended 31 March 2025 as set out in the preliminary announcement have been agreed by the Group's auditors, McMillan Woods (Hong Kong) CPA Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by McMillan Woods (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standard on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no opinion or assurance conclusion has been expressed by McMillan Woods (Hong Kong) CPA Limited on the preliminary announcement.

By order of the Board  
**Mansion International Holdings Limited**  
**Yao Ruhe**  
Chairman

Hong Kong, 30 June 2025

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

*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).*