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美捷滙控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1389)

**INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022**

FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2022, unaudited operating results of the Group were as follows:

- loss after taxation for the six months ended 30 September 2022 was approximately HK\$3.5 million, whereas loss after taxation for the six months ended 30 September 2021 amounted to approximately HK\$2.2 million.
- basic loss per share for the six months ended 30 September 2022 was 0.10 HK cents, based on ordinary shares of 3,326,000,000 in issue, whereas basic loss per share for the six months ended 30 September 2021 was 0.07 HK cents, based on ordinary shares of 3,326,000,000 in issue.
- the Board does not recommend the payment of an interim dividend for the six months ended 30 September 2022.

* For identification purpose only

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

The board of directors (the “Board”) of Major Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2022 together with the unaudited comparative figures for the corresponding period in 2021 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

		Six months ended	
		30 September	
		2022	2021
		(unaudited)	(unaudited)
	<i>Notes</i>	HK\$'000	HK\$'000
Revenue	3	41,218	53,574
Cost of sales		(36,224)	(45,281)
Gross profit		4,994	8,293
Other income		1,615	972
Other gains and losses, net		27	(3)
Promotion, selling and distribution expenses		(5,248)	(5,950)
Administrative expenses		(4,595)	(5,018)
Loss from operations		(3,207)	(1,706)
Finance costs	4	(268)	(307)
Loss before tax		(3,475)	(2,013)
Income tax credit/expense	5	19	(171)
Loss and total comprehensive expense for the period attributable to owners of the Company	6	(3,456)	(2,184)
		<i>HK cents</i>	<i>HK cents</i>
Loss per share, basic and diluted	8	(0.10)	(0.07)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

		30 September 2022 (unaudited) <i>HK\$'000</i>	31 March 2022 (audited) <i>HK\$'000</i>
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment		1,169	2,041
Right-of-use assets		356	356
Goodwill		2,254	2,254
Intangible assets		112	225
		3,891	4,876
Current assets			
Inventories		80,678	75,706
Trade receivables	9	10,934	14,236
Prepayments, deposits and other receivables		39,609	65,290
Pledged bank deposits		5,061	6,060
Bank and cash balances		2,313	7,180
		138,595	168,472
Current liabilities			
Trade payables	10	964	1,063
Contract liabilities		6,507	12,093
Other payables		990	1,934
Bank borrowings	11	7,423	22,546
Due to a director		2,000	5,000
Lease liabilities		1,100	1,100
Current tax liabilities		532	3,168
		19,516	46,904
Net current assets		119,079	121,568
Total assets less current liabilities		122,970	126,444

	30 September 2022 (unaudited) HK\$'000	31 March 2022 (audited) HK\$'000
	<i>Notes</i>	
Non-current liabilities		
Deferred tax liabilities	<u>19</u>	<u>37</u>
	<u>19</u>	<u>37</u>
NET ASSETS	<u>122,951</u>	<u>126,407</u>
Capital and reserves		
Share capital	4,158	4,158
Reserves	<u>118,793</u>	<u>122,249</u>
TOTAL EQUITY	<u>122,951</u>	<u>126,407</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	(Unaudited)					
	Attributable to owners of the Company					
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000 (Note i)	Other reserve HK\$'000 (Note ii)	Retained profits HK\$'000	Total HK\$'000
At 1 April 2022	4,158	197,993	(104,902)	30,483	(1,325)	126,407
Loss and total comprehensive expense for the period	—	—	—	—	(3,456)	(3,456)
At 30 September 2022	<u>4,158</u>	<u>197,993</u>	<u>(104,902)</u>	<u>30,483</u>	<u>(4,781)</u>	<u>122,951</u>
At 1 April 2021	4,158	197,993	(104,902)	30,483	7,389	135,121
Loss and total comprehensive expense for the period	—	—	—	—	(2,184)	(2,184)
At 30 September 2021	<u>4,158</u>	<u>197,993</u>	<u>(104,902)</u>	<u>30,483</u>	<u>5,205</u>	<u>132,937</u>

Notes:

- (i) The capital reserve represents the difference between the nominal value of the share capital of Major Cellar Company Limited (“Major Cellar”) at the date on which it was acquired by Beyond Elite Limited and the deemed consideration of HK\$104,912,000 settled by issuance of 100 shares by the Company pursuant to the corporate reorganisation completed on 28 August 2013.
- (ii) The other reserve represents deemed contribution from Rouge & Blanc Wines Limited (“Rouge & Blanc”) regarding the waiver of amount due to Rouge & Blanc effective on 1 April 2012 which arose from the transfer of wine and spirit products and furniture and fixtures from Rouge & Blanc to Major Cellar on 31 March 2010. Rouge & Blanc is controlled by Mr. Cheung Chun To, a director and substantial shareholder of the Company, and Mr. Leung Chi Kin Joseph, a substantial shareholder of the Company.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	Six months ended	
	30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Net cash generated from operating activities	9,257	12,035
Net cash generated from/used in investing activities	999	(20)
Net cash used in financing activities	<u>(15,123)</u>	<u>(10,663)</u>
Net decrease/increase in cash and cash equivalents	(4,867)	1,352
Cash and cash equivalents at beginning of the period	<u>7,180</u>	<u>6,898</u>
Cash and cash equivalents at end of the period, represented by bank and cash balances	<u>2,313</u>	<u>8,250</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2022

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 10 January 2014 and subsequently transferred listing to Main Board of the Stock Exchange on 30 October 2015. The addresses of the Company’s registered office and the principal place of business are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Suite 509-510, South Tower, World Finance Centre, Harbour City, 17-19 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively.

The Company is an investment holding company and its principal subsidiaries are mainly engaged in the sale and distribution of premium wine and spirits products and wine accessory products in Hong Kong.

The functional currency of the Company is Hong Kong dollar (“HK\$”), which is the same as the presentation currency of the condensed consolidated financial statements.

2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 March 2022. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the consolidated financial statements for the year ended 31 March 2022.

3. REVENUE AND SEGMENT INFORMATION

The Group’s operation is mainly derived from sale and distribution of premium wine and spirits products and wine accessory products in Hong Kong for both periods. For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the executive director of the Group) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies set out in notes to the consolidated financial statements for the year ended 31 March 2022. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

The following is an analysis of the Group's revenue from its major products:

	Six months ended	
	30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Red wine	27,125	43,729
White wine	6,303	3,120
Sparkling wine	45	51
Spirits	7,304	5,872
Sake	142	169
Other products	299	633
	<u>41,218</u>	<u>53,574</u>

Geographical information

The Group's revenue are all derived from Hong Kong based on the location of goods delivered and all of the Group's non-current assets are located in Hong Kong by physical location of assets.

The Group's geographical market is in Hong Kong only. The revenue is recognised at a point of time for the both reporting periods.

No revenue is derived from a single customer of the Group which amounted for over 10% of the Group's total revenue.

4. FINANCE COSTS

	Six months ended	
	30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interests on:		
Bank borrowings	268	222
Leases liabilities	–	85
	<u>268</u>	<u>307</u>

5. INCOME TAX EXPENSE

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Current tax – Hong Kong Profits Tax	–	190
Deferred tax	(19)	(19)
	<u>(19)</u>	<u>171</u>

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit in Hong Kong during the six months ended 30 September 2022. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the six months ended 30 September 2021.

6. LOSS FOR THE PERIOD

The Group's loss for the period is arrived at after charging:

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Staff costs including directors' emoluments		
Salaries and other benefits	3,521	3,299
Sales commission	154	121
Retirement benefits scheme contributions	151	150
	<u>3,826</u>	<u>3,570</u>
Total staff costs	3,826	3,570
Net allowance for inventories	–	969
Depreciation	881	4,065
	<u>881</u>	<u>4,065</u>

7. DIVIDENDS

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

8. LOSS PER SHARE

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

	Six months ended	
	30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Loss:		
Loss attributable to owners of the Company, used in the basic loss per share calculation	<u>(3,456)</u>	<u>(2,184)</u>
	'000	'000
Number of shares:		
Weighted average number of ordinary shares used in basic loss per share calculation	<u>3,326,000</u>	<u>3,326,000</u>

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares for both periods.

9. TRADE RECEIVABLES

The ageing analysis of trade receivables, based on invoice date, and net of allowance, is as follows:

	30 September	31 March
	2022	2022
	(unaudited)	(audited)
	HK\$'000	HK\$'000
0 to 30 days	3,120	5,040
31 to 60 days	205	530
61 to 90 days	87	1,167
91 to 180 days	8	370
181 to 365 days	4,100	4,891
Over 365 days	<u>3,414</u>	<u>2,238</u>
	<u>10,934</u>	<u>14,236</u>

10. TRADE PAYABLES

The ageing analysis of trade payables, based on invoice date, is as follows:

	30 September 2022 (unaudited) HK\$'000	31 March 2022 (audited) HK\$'000
0 to 30 days	127	226
91 to 365 days	–	2
Over 365 days	<u>837</u>	<u>835</u>
	<u>964</u>	<u>1,063</u>

11. BANK BORROWINGS

	30 September 2022 (unaudited) HK\$'000	31 March 2022 (audited) HK\$'000
Secured import loans	7,254	17,731
Unsecured import loans	<u>169</u>	<u>4,815</u>
	<u>7,423</u>	<u>22,546</u>

As at 30 September 2022 and 31 March 2022, the secured import loans were secured by pledged bank deposits of the Group. All the bank borrowings were guaranteed by the Company.

12. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions disclosed elsewhere in notes to the condensed consolidated financial statements, the Group had the following transactions with its related parties during the period:

	Six months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Sales to related parties		
– Mr. Cheung Chun To	–	255
– Ms. Cheung Wing Shun (<i>Note i</i>)	–	9
	<hr/>	<hr/>
	–	264
Lease payment in respect of warehouse paid or payable to Health Sunrise Limited (<i>Note ii</i>)	1,162	1,098
	<hr/>	<hr/>

Notes:

- i) Ms. Cheung Wing Shun is the sister of director Mr. Cheung Chun To.
- ii) Health Sunrise Limited is a company wholly owned by Mr. Cheung Chun To, the executive director of the Company
- (b) **Compensation of key management personnel**

	Six months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Short-term benefits	1,493	920
Post-employment benefits	36	28
	<hr/>	<hr/>
	1,529	948
	<hr/>	<hr/>

13. APPROVAL OF FINANCIAL STATEMENTS

These condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 November 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

According to the Report from Trading Economics in September 2022, retail sales in Hong Kong fell by 1.5% year-on-year in September 2022. It was the second consecutive contraction, driven by lower purchases in most sub-indexes led by food alcoholic drinks and tobacco products (-13.9%), department stores (-19.9%), clothing and footwear (-10.2%), fuels (-7.8%), and supermarkets (-4.7%). Looking ahead, the government pointed out that the consumption demand in the near term will be supported by the generally stable local epidemic situation, along with the improved labor market conditions and the consumption voucher scheme. However, these positive effects will be progressively offset by the constraints in financial conditions. According to the Trading Economics global macro models and analysts expectations, GDP Annual Growth Rate in Hong Kong is expected to be 3.50 percent by the end of the third quarter. In the long-term, the Hong Kong GDP Annual Growth Rate is projected to trend around 2.30 percent in 2023.

As released by the “Report on Monthly Survey of Retail Sales” in September 2022 by the Census and Statistics Department, the value of total retail sales by type of retail outlet decreased from approximately HK\$258.1 billion for the nine months ended 30 September 2021 to approximately HK\$254.8 billion for the nine months ended 30 September 2022, representing a decrease of approximately 1.3%. During the six months ended 30 September 2022, the Group’s revenue decreased by 23.1% to approximately HK\$41.2 million (2021: HK\$53.6 million). The decrease was mainly due to the decrease of the sales of red wine from approximately HK\$43.7 million for the six months ended 30 September 2021 to approximately HK\$27.1 million for the six months ended 30 September 2022.

Facing the unprecedented pandemic outbreak of COVID 19, the reduction in cross-border flow of people, logistics and trading activities suspension, uncertain global economic outlook, the US-Sino Trade War challenge, the vulnerable Hong Kong retail market and intensified competition in premium wine industry, the overall business environment has been unstable and challenging for the six months ended 30 September 2022.

Red wine continued to be the Group’s core product type and main source of profit driver. In response to the challenging retail market in Hong Kong, the Group will continue to improve its sales and marketing channels, adjust its sales and marketing strategies and customize its inventory portfolio.

Looking forward, despite the uncertain worldwide economic environment, in light of the growing demand for premium wine in Hong Kong and China, the Group is confident to position itself as one of the Hong Kong’s main premium wine retailers.

The Group will continue to seek for new business opportunities from time to time in order to diversify its business and enhance the long-term growth potential of the Group and its shareholders’ value.

FINANCIAL REVIEW

Revenue

Revenue of the Group decreased by approximately 23.1% from approximately HK\$53.6 million for the six months ended 30 September 2021 to approximately HK\$41.2 million for the six months ended 30 September 2022.

Gross profit

Gross profit of the Group decreased by approximately 39.8% from approximately HK\$8.3 million for the six months ended 30 September 2021 to approximately HK\$5.0 million for the six months ended 30 September 2022. The change was mainly attributable to the decrease of revenue of the Group for the six months ended 30 September 2022.

Promotion, selling and distribution expenses and administrative expenses

Promotion, selling and distribution expenses of the Group decreased by approximately 13.3% from approximately HK\$6.0 million for the six months ended 30 September 2021 to approximately HK\$5.2 million for the six months ended 30 September 2022. The change was mainly attributable to the decrease in depreciation.

Administrative expenses of the Group decreased by approximately 8% from approximately HK\$5.0 million for the six months ended 30 September 2021 to approximately HK\$4.6 million for the six months ended 30 September 2022.

Depreciation of property, plant and equipment

The depreciation on property, plant and equipment of the Group decreased by approximately 23.3% from approximately HK\$1,148,000 for the six months ended 30 September 2021 to approximately HK\$881,000 for the six months ended 30 September 2022.

Finance costs

Finance costs of the Group decreased by approximately 12.7% from approximately HK\$307,000 for the six months ended 30 September 2021 to approximately HK\$268,000 for the six months ended 30 September 2022. It was mainly resulted from the decrease in bank borrowings for the six months ended 30 September 2022.

Income tax expense

Income tax expense for the Group was approximately HK\$171,000 for the six months ended 30 September 2021 whereas income tax credit was approximately HK\$19,000 for the six months ended 30 September 2022. The decrease was mainly due to the decrease of estimated assessable profit during the six months ended 30 September 2022 as compared to the corresponding period in 2021.

Loss and total comprehensive expense for the period attributable to owners of the Company

For the reasons mentioned above, loss and total comprehensive expense for the period attributable to owners of the Company was approximately HK\$2.2 million for the six months ended 30 September 2021, whereas loss and total comprehensive expense was approximately HK\$3.5 million for the six months ended 30 September 2022.

INTERIM DIVIDEND

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

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

	30 September 2022 (unaudited)	31 March 2022 (audited)
Current assets (HK\$'000)	HK\$138,595	HK\$168,472
Current liabilities (HK\$'000)	HK\$19,516	HK\$46,904
Current ratio	7.10	3.59

The current ratio of the Group at 30 September 2022 was approximately 7.10 times as compared to that of approximately 3.59 times at 31 March 2022. It was mainly resulted from the approximately 67% decrease in bank borrowings as compared to that as at 31 March 2022. At 30 September 2022, the Group had total bank and cash balances and pledged bank deposits of approximately HK\$7.3 million (31 March 2022: approximately HK\$13.2 million). At 30 September 2022, the Group's gearing ratio (represented by the sum of amount due to a director, lease liabilities and bank borrowings divided by equity) amounted to approximately 8.6% (31 March 2022: approximately 22.7%). The Group's borrowings have not been hedged by any interest rate financial instruments. The Group's financial position is sound and strong. With available bank and cash balances and banking facilities, the Group has sufficient liquidity to satisfy its funding requirements.

COMMITMENTS

As at 30 September 2022 and 31 March 2022, the Group did not have any significant lease commitments and capital commitments.

PLEDGE OF ASSETS

As at 30 September 2022, the Group pledged its bank balance of approximately HK\$5.1 million (31 March 2022: approximately HK\$6.1 million) as securities for banking facilities granted to the Group.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2022 (31 March 2022: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2022, the Group employed a total of 26 full-time and 1 part-time employees (31 March 2022: 25 full-time and 1 part-time employees) respectively. The staff costs, including Directors' emoluments, of the Group were approximately HK\$3.8 million for the six months ended 30 September 2022 (six months ended 30 September 2021: HK\$3.6 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. In addition to basic salary, year-end bonuses are offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

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

THE INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

(a) Directors' and chief executives' interests and short positions in shares, underlying shares and debentures

So far as were known to the Directors or chief executive of the Company, and based on publicly available information as at 30 September 2022, the interests and short positions of our Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the securities and futures ordinance ("SFO")) which will have to be 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 in which they are taken or deemed to have under such

provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules, were as follows:

Name	Capacity/ Nature of Interest	Number of shares	Approximate percentage of shareholding
Mr. Cheung Chun To	Interest in controlled corporation (<i>Note 1</i>)	975,859,600 shares	29.34%
Mr. Cheung Chun To	Interest of Spouse (<i>Note 1</i>)	11,140,000 shares	0.34%

Notes:

1. Mr. Cheung Chun To beneficially owns the entire shareholding interests in Silver Tycoon Limited. Therefore, Mr. Cheung Chun To is deemed to be interested in the 975,859,600 shares held by Silver Tycoon Limited. Ms. Lin Shuk Shuen, being the spouse of Mr. Cheung Chun To, beneficially owns 11,140,000 shares in the Company. As a consequence, Mr. Cheung Chun To is deemed to be interested in 986,999,600 shares in the Company.

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company or their respective associates had any interests or short positions in the securities of the Company or its associated corporations (within the meaning of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, required pursuant to section 352 of the SFO to be entered in the register referred to therein or required to be notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

(b) Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

As at 30 September 2022, so far as it were known to the Directors or chief executive of the Company, and based on publicly available information, the following persons (other than a director or chief executive of the Company) have interests or short positions in the shares and underlying shares of the Company that would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO:

Name	Capacity/ Nature of Interest	Number of shares	Approximate percentage of shareholding
Silver Tycoon Limited	Beneficial Owner (<i>Note 1</i>)	975,859,600 shares	29.34%
High State Investments Limited	Beneficial Owner (<i>Note 2</i>)	524,640,400 shares	15.77%
Ms. Lin Shuk Shuen	Interest of Spouse and Beneficial Owner (<i>Note 3</i>)	986,999,600 shares	29.68%
Mr. Leung Chi Kin Joseph	Interest in controlled corporation (<i>Note 2</i>)	524,640,400 shares	15.77%
Ms. Ma Pui Ying	Interest of Spouse (<i>Note 4</i>)	524,640,400 shares	15.77%
Mr. Zheng Huanming	Beneficial Owner	480,000,000 shares	14.43%
Ms. Lai Wai Kong	Beneficial Owner	446,000,000 shares	13.41%

Notes:

1. Mr. Cheung Chun To beneficially owns the entire shareholding interests in Silver Tycoon Limited. Therefore, Mr. Cheung Chun To is deemed to be interested in the 975,859,600 shares held by Silver Tycoon Limited.
2. Mr. Leung Chi Kin Joseph beneficially owns the entire shareholding interests in High State Investments Limited. Therefore, Mr. Leung Chi Kin Joseph is deemed to be interested in the 524,640,400 shares held by High State Investments Limited.
3. Ms. Lin Shuk Shuen is the spouse of Mr. Cheung Chun To, by virtue of the SFO, is therefore deemed to be interested in all the shares held/owned by Mr. Cheung Chun To (by himself and through Silver Tycoon Limited), and together with the 11,140,000 shares beneficially owned by her.
4. Ms. Ma Pui Ying is the spouse of Mr. Leung Chi Kin Joseph and is therefore deemed to be interested in all the shares held/owned by Mr. Leung Chi Kin Joseph (by himself and through High State Investments Limited) by virtue of the SFO.

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company were aware of any person (other than a director or chief executive of the Company) who has an interest or short position in the securities in the Company that would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) providing incentives or rewards to eligible persons of the Group for their contribution to the Group. Details of the Share Option Scheme have been set out in the Company’s 2022 Annual Report. During the six months ended 30 September 2022, no option was granted under the Share Option Scheme.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the six months ended 30 September 2022.

DIRECTOR’S INTERESTS IN CONTRACTS

No contract of significance, to which the Company, its holding company or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at 30 September 2022 or at any time during the six months ended 30 September 2022.

DIRECTOR’S INTEREST IN COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholders and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the six months ended 30 September 2022.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. The Company has confirmed, having made specific enquiry to the Directors, all the Directors have complied with the Model Code during the six months ended 30 September 2022.

CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rule during the six months ended 30 September 2022 save for the deviation stated below:

According to the code provision A.2.1. of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Cheung Chun To was the chairman and the chief executive officer of the Group.

Given that Mr. Cheung is familiar with and has superior knowledge and experience of the Group's business, therefore the Board considers that vesting the roles of both Chairman of the Board and chief executive officer in Mr. Cheung has the benefit of ensuring consistent leadership with the Group and enables more effective and efficient overall strategic planning for the Group.

The Directors will use their best endeavours to procure the Company to comply with such code and provisions in accordance with the Listing Rules.

SIGNIFICANT INVESTMENTS HELD AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

There were no significant investments held as at 30 September 2022. The Group did not have other plans for material investments and capital assets as at 30 September 2022.

TREASURY POLICIES

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

FOREIGN EXCHANGE EXPOSURE

The Group has foreign currency purchases denominated in Euro, Great Britain Pound, Swiss Franc and United States Dollar. Certain bank balances and cash and trade payables related to purchases made by the Group were denominated in foreign currencies. However, the Directors consider the foreign exchange exposure minimal as a majority of the Group's sales, monetary assets and liabilities are denominated in HK\$.

As at 30 September 2022, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives. The Group currently does not have any foreign currencies hedging policy but will consider hedging its foreign currency exposure should the need arise.

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review the financial systems of the Group; to review the accounting policy, financial position and financial reporting procedures of the Group, internal control and risk management systems of the Group; to communicate with external auditors; to assess the performance of internal financial and audit personnel; and to assess the internal controls of the Group. The Audit Committee consists of three members, namely Mr. Siu Shing Tak, Mr. Yue Kwai Wa Ken and Mr. Ngai Hoi Ying, all being independent non-executive Directors. The interim financial information has not been audited by the auditor of the Company. The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

The interim results announcement is published on the website of the Company (www.majorcellar.com) and the Stock Exchange (www.hkexnews.hk). The 2022 interim report will be dispatched to shareholders and available on the above websites in due course.

By order of the Board
Major Holdings Limited
CHEUNG Chun To
Chairman

Hong Kong, 25 November 2022

As at the date of this announcement, the executive Director is Mr. Cheung Chun To, the independent non-executive Directors are Mr. Yue Kwai Wa Ken, Mr. Ngai Hoi Ying and Mr. Siu Shing Tak.