MOG Digitech Holdings Limited

馬可數字科技控股有限公司

(formerly known as "MOG Holdings Limited")

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1942

Annual Report 2022

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Dato' Ng Kwang Hua *(Chairman)*
Ms. Tang Tsz Yuet (appointed on 23 June 2022)
Mr. Zhou Yue (appointed on 23 June 2022)
Mr. Deng Zhihua (appointed on 28 October 2022)

Independent Non-Executive Directors

Mr. Yau Tung Shing (appointed on 16 August 2022)
Mr. Chu Hoi Kan (appointed on 26 September 2022)
Ms. Jiao Jie
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah

AUDIT COMMITTEE

Mr. Yau Tung Shing *(Chairman of the Committee)*
Mr. Chu Hoi Kan
Ms. Jiao Jie

REMUNERATION COMMITTEE

Mr. Chu Hoi Kan *(Chairman of the Committee)*
Dato' Ng Kwang Hua
Mr. Yau Tung Shing

NOMINATION COMMITTEE

Dato' Ng Kwang Hua *(Chairman of the Committee)*
Mr. Yau Tung Shing
Mr. Chu Hoi Kan

AUTHORIZED REPRESENTATIVES

Dato' Ng Kwang Hua
Ms. Tang Tsz Yuet

COMPANY SECRETARY

Mr. Yu Wan Hei (appointed on 5 August 2022)

AUDITOR

Elite Partners CPA Limited
Certified Public Accountants, Hong Kong
10/F, 8 Observatory Road
Tsim Sha Tsui, Kowloon
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN CHINA

No. 8655, 84 Western Style Villa
9 Shihua East Road
519015 Zhuhai
Guangdong
China

Corporate Information

PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

No. 1–2, 2nd Floor
Jalan Kajang Indah 1
Taman Kajang Indah
Sg Chua, 43000 Kajang
Selangor
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1910, 19th Floor
C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

PRINCIPAL BANKERS

CIMB Islamic Bank Berhad
17th Floor, Menara CIMB
No. 1 Jalan Stesen Sentral 2
Kuala Lumpur Sentral 50470
Kuala Lumpur
Malaysia

Maybank
Ground & Mezzanine Floor
No. 28–30, Jalan Tukang
43000 Kajang
Selangor
Malaysia

STOCK CODE

1942

WEBSITE

http://www.mogglobal.com

Chairman's Statement

Dear Shareholders,

The COVID-19 pandemic was a global disruption across trade, finance, health and education systems, business and societies. While the restrictions have been eased gradually, the disruption caused by the pandemic to both of our digital retail solutions business in China and optical products retail business in Malaysia shows gradual recovery. Such positive signal of the post recovery period has been reflected in our growth in annual turnover which is in line with our expectation.

During the year, the Group has recruited an experienced management team, whose qualification and knowledge of particular digital retail solutions business has been kept assisting the Group in developing the business and bringing in a significant level of financial performance to the Group. As the Group is currently facing an unprecedented opportunity following the promotion of digital renminbi in China, we believed that the retention of skilled and experienced personnel will be a key for our future growth.

Last but not least, by leveraging on our good business relations and experience in the retail management, we plan to diversify and expand our service offerings to the provision of digital retail payment and supporting services, and target to provide services to the retail industry. We will also plan to focus on implementing our strategy to seize opportunities by way of conducting strategic investments and acquisitions in the digital retail solutions business sectors. By doing so, we believed that it would be one of our big steps moving forward to open the gate and access digital renminbi payment in the future, thus achieving the objectives to enhance our competitiveness and create value to our shareholders.

Finally, I would like to express our sincere thanks to our important customers, shareholders, business partners, suppliers and other stakeholders for their trust and support to the Group, and we hope for a continuous support to the Group in the future. The Board would also like to express our sincere thanks to the Group's management team and staff for their hard work, loyalty and dedication.

Dato' Ng Kwang Hua
Chairman of the Board

30 March 2023

Management Discussion and Analysis

BUSINESS REVIEW

Due to the gradual relaxation of China's epidemic prevention and control measures, China's consumer goods and retail industries are accelerating their pace of rebound during the nine months ended 31 December 2022 (the "**Reporting Period**"). With an aim to increase the value of its shareholders, the Group plans to leverage on its business network and retail experience to provide enterprises with overall digital retail solutions in the People's Republic of China (the "**PRC**") by way of offering a wide variety of hardware products and a series of supporting software services. These include the Group's digital retail payment solutions hardware trading and software supply, which showed an increasing trend in terms of revenue during the Reporting Period (Reporting Period: approximately RMB344.5 million, for the year ended 31 March 2022 (the "**Previous Financial Year**"): approximately RMB191.9 million). The hardware products supplied by the Group include but are not limited to video surveillance systems, access control systems, other computer network systems, and other hardware infrastructure required for digital retail and payment services.

Currently, currency digitalisation constitutes a new frontier in monetary policy, cross-border investments and in trade. It also contributes value to the digital retail solutions industry. As China is pushing for broader use of digital renminbi, pilot cities continue to roll out, and digital renminbi is gradually popularized for retail payments.

Since the end of 2019, China's digital renminbi has undergone 3 pilot promotions, and with the latest announcement, residents in 23 cities can access the digital renminbi. Further, as of 31 August 2022, the spending involved a total 360 million transaction in pilot areas in 15 provinces and municipalities, while the People's Bank of China said, adding that more than 5.6 million merchants could now accept payments with the digital currency.

In view of the above, while offering a variety of hardware infrastructure required for digital retail and payment services to its customers, the Group intends to further diversify its service offerings to the provision of digital retail payment and supporting services, and target to provide services to the retail industry with an objective to open the gate and access digital renminbi payment in the future. In order to achieve this, the Group has completed an acquisition of Jiangxi Mali Intelligent Technology Co., Ltd. (江西馬力智能科技有限公司) ("**Jiangxi Mali**"), which is an internet information technology platform provider, in the fourth quarter of 2022 and the relevant digital trading business has shown an upward trend by end of 2022 after the recovery of COVID-19 pandemic.

Particularly, Jiangxi Mali is an internet information technology platform provider dedicated to the research in the field of scene ecological digitalization. Jiangxi Mali has been working in the field of digital rights and interests for more than six years with a number of technological development achievements lead the country. It has successively carried out in-depth cooperation with more than 30 banks and financial institutions such as China Mobile Jiangxi Branch, Sinopec Jiangxi Branch, China UnionPay, Bank of China, and Postal Savings Bank.

Management Discussion and Analysis

Apart from the above, the Group is one of the largest retailers of optical products in Malaysia in terms of revenue. The Group offers a wide range of optical products which generally include lenses, frames, contact lenses and sunglasses from International Brands (being the brands of optical products generally from or which generally carry the trademarks of (i) international luxury fashion and optical brands; and (ii) international high-street fashion and optical brands), the Group's Own Brands (being the brands of optical products which carry the Group's trademarks and are manufactured by third party manufacturers) and Manufacturers' Brands (being the brands of optical products which are designed and manufactured by third party manufacturers). In addition to the retail business, during the Reporting Period, the Group also transferred some of its self-operated brands into franchised business, so as to deepen its penetration rate in the Malaysian eyewear retail market.

In addition to the Group's original retail and franchising businesses, the Board has also been paying attention to business opportunities in the overall market for the Reporting Period. There are clear signs that consumer sentiment is now recovering. The management of the Group believes that now is a good time to expand the Group's business and operations and reduce its reliance on sales of optical products in Malaysia.

FINANCIAL REVIEW

Revenue and gross profit

During the Reporting Period, the Group recorded a revenue of approximately RMB550.0 million (Previous Financial Year: approximately RMB349.8 million). The revenue of each business segment is shown in Note 4 to the consolidated financial statements. The Group also recorded a gross profit of approximately RMB153.6 million (Previous Financial Year: approximately RMB106.5 million) and a gross profit margin of approximately 27.9% (Previous Financial Year: approximately 30.4%), representing a decrease of approximately 2.5% as compared to that of the Previous Financial Year. The decrease of the gross profit margin was mainly due to the lower gross profit margin attributed from the digital retail payment solutions hardware trading business in the PRC compared with the Malaysia optical business and consequently averaged down the overall gross profit margin of the Group.

Other income

The Group recorded an other income of approximately RMB5.3 million during the Reporting Period (Previous Financial Year: approximately RMB13.4 million). The decrease was mainly contributed by the reduction of lower wage subsidy received from the Malaysian Ministry of Human Resources and the lesser rent concessions granted by landlords following the relaxation of containment measure and reopening of more economic activities and international boarder during the Reporting Period in Malaysia.

Other gains

The Group's other gains was approximately RMB4.3 million during the Reporting Period (Previous Financial Year: approximately RMB0.3 million). The increase was mainly contributed by the disposal of subsidiaries in Malaysia during the Reporting Period.

Selling and distribution costs

The Group's selling and distribution costs was approximately RMB89.3 million during the Reporting Period (Previous Financial Year: approximately RMB73.4 million). As compared to the Previous Financial Year, the Group's selling and distribution costs was increased by approximately RMB15.9 million, primarily due to (i) the increase in selling and distribution expenses of the digital retail payment solutions hardware trading business in the PRC; (ii) the increase in amortisation of intangible assets; and (iii) the increase in sales commission and allowances.

Administrative expenses

The Group's administrative expenses was approximately RMB81.6 million during the Reporting Period (Previous Financial Year: approximately RMB19.2 million). As compared to the Previous Financial Year, the Group's administrative expenses was increased by approximately RMB62.4 million, primarily due to (i) the increase in staff cost, included the non-cash equity settled share-based payments of approximately RMB41.9 million; and (ii) the recognition of a foreign exchange loss of approximately RMB9.8 million.

Finance costs

The Group's finance costs was approximately RMB0.8 million during the Reporting Period (Previous Financial Year: approximately RMB0.9 million). There is no material fluctuation between the Reporting Period and the Previous Financial Year.

Income tax expense

The Group recorded an income tax expense of approximately RMB9.4 million for the Reporting Period (Previous Financial Year: approximately RMB7.5 million). The Group's income tax expense was increased despite the loss incurred for the Reporting Period mainly due to the higher taxable profit derived from Malaysia optical business.

Net loss after taxation for the Reporting Period

The Group's net profit after taxation from approximately RMB18.9 million for the Previous Financial Year turned to net loss after taxation of approximately RMB23.5 million for the Reporting Period primarily due to (i) the increase in administrative expenses of approximately RMB62.4 million mainly arising from the non-cash equity settled share-based payments of approximately RMB41.9 million and the recognition of a foreign exchange loss of approximately RMB9.8 million; and (ii) the provision for impairment loss on trade and other receivable of approximately RMB 5.5 million.

Management Discussion and Analysis

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Financial resources

The Group generally finances its operations with internally generated funds and banking facilities. As at 31 December 2022, the Group's bank balances and cash (excluding fixed deposits with licensed banks) amounted to approximately RMB68.0 million (31 March 2022: approximately RMB77.2 million). As at 31 December 2022, approximately 61.0% (31 March 2022: approximately 89.9%) was denominated in RM, approximately 33.0% (31 March 2022: approximately 5.3%) was denominated in Hong Kong dollar ("**HKD**"), approximately 5.6% (31 March 2022: approximately 4.8%) was denominated in United States dollar ("**USD**") and approximately 0.4% (31 March 2022: Nil) was denominated in RMB.

Banking facilities and lease facilities

As at 31 December 2022, the Group had interest bearing borrowing of approximately RMB0.7 million (31 March 2022: Nil). The Group's interest bearing borrowing carried weighted average effective interest rates of approximately 4.35% (31 March 2022: N/A) per annum. The carrying amount of the interest-bearing borrowing was denominated in RMB.

The Group's lease liabilities primarily represented payment obligations under the tenancy agreements the Group had entered into in respect of outlets for its self-owned retail stores, leasehold improvements and motor vehicles under hire purchase. The total lease liabilities as at 31 December 2022 was approximately RMB26.5 million (31 March 2022: approximately RMB26.1 million), all denominated in RMB and RM. The weighted average effective interest rate for the lease liabilities of the Group was approximately 3.44% (31 March 2022: approximately 3.84%) per annum as at 31 December 2022.

Capital structure

As at 31 December 2022, the Group's total equity and liabilities amounted to approximately RMB485.7 million and approximately RMB111.0 million respectively (31 March 2022: approximately RMB197.3 million and approximately RMB281.8 million respectively).

Gearing ratio

The Group's gearing ratio decreased from approximately 0.13 times as at 31 March 2022 to approximately 0.05 times as at 31 December 2022, primarily due to the increase in share capital and share premium pursuant to the issuance of share and the increase in share option reserve upon the grant of share options to eligible participants during the Reporting Period.

Management Discussion and Analysis

Current ratio

The Group's current ratio increased from approximately 1.62 times as at 31 March 2022 to approximately 3.32 times as at 31 December 2022, mainly due to the disproportion decrease in current liabilities compared to current assets.

Pledge of assets

As at 31 December 2022, fixed deposits with licensed banks of approximately RMB2.2 million (31 March 2022: approximately RMB2.1 million) are pledged as securities for a banking facility granted to the Group. None of such facility was utilised by the Group as at 31 December 2022.

Capital commitments

The Group did not have any material commitments as at 31 December 2022 (31 March 2022: Nil).

Contingent liabilities

As at 31 December 2022, the Group did not have any significant contingent liabilities (31 March 2022: Nil).

Employees and remuneration policies

The Group's business is highly service-oriented; therefore, it is crucial for the Group to attract, motivate and retain qualified employees. The Group's staff costs have been and will continue to be one of the major components affecting its results of operations. For the Reporting Period, the Group incurred staff costs of approximately RMB94.2 million (Previous Financial Year: approximately RMB49.5 million), representing an increase of approximately RMB44.7 million as compared to the Previous Financial Year. The increase basically due to (i) the non-cash equity settled share-based payments; (ii) the commencement of business in the PRC, and (iii) the higher sales related commission and allowances paid to the staffs in Malaysia. As at 31 December 2022, the Group had a total of 457 employees (31 March 2022: 515 employees) among whom 75 (31 March 2022: 1) were based in PRC and 382 (31 March 2022: 514) were based in Malaysia.

Foreign currency exposure

Save for certain bank balances were denominated in RMB, HKD, Singapore dollar and USD, the Group has minimal exposure to foreign currency risk. During the Reporting Period, the Group operated with most of their transaction denominated in RMB, RM and HKD, there is no significant currency mismatch in its operational cashflow and the Group is not exposed to any significant foreign currency exchange risk in operations. The Group currently does not have a hedging policy in respect of foreign currency transactions, assets and liabilities. The Management monitors the foreign currency exposure from time to time and will consider hedging significant foreign currency exposure should the need arise.

Significant investment held

As at 31 December 2022, the Group did not hold any significant investments (31 March 2022: Nil).

Management Discussion and Analysis

Material acquisitions or disposals

On 6 September 2022, the Group completed an acquisition of the entire issued share capital of Positive Oasis Limited, which together with its subsidiaries, are principally engaging in the provision of trade financing services in the PRC. The consideration for such acquisition was approximately HK$137.6 million, which had been satisfied by the issuance and allotment of 98,992,805 consideration shares of the Company at an issue price of HK1.39 per consideration Share. Particulars of the acquisition are set out in the announcements issued by the Company dated 21 July 2022, 9 August 2022 and 6 September 2022.

On 12 October 2022, the Group completed an acquisition of the entire issued share capital of Create Tune Development Limited ("**Create Tune**"). Create Tune, together with its principal subsidiary, Jiangxi Mali, is an internet information technology platform provider dedicated to the research in the field of scene ecological digitalization. The consideration for such acquisition was HK$88 million, which has been satisfied by way of cash. To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, Create Tune and its ultimate beneficial owners are third parties independent of, and not connected with, the Company and its connected persons. As all applicable percentage ratios (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) in respect of the acquisition is less than 5%, therefore no relevant announcement has been published on the date of signing the agreement.

On 30 December 2022, the Group completed another transaction relating to a disposal of the entire equity interest in Able Hero Developments Limited ("**Able Hero**"). Able Hero, together with its eighteen (18) subsidiaries (which include (i) Evershine Optical Sdn. Bhd.; (ii) Exon Eyewear (R&F) Sdn. Bhd.; (iii) Exon Optical House Sdn. Bhd.; (iv) Exotika Icon Sdn. Bhd.; (v) Eyes Founder Sdn. Bhd.; (vi) Harvest Eyewear Sdn. Bhd.; (vii) Harvest Gallery Sdn. Bhd.; (viii) Intelligent Spec Saver Sdn. Bhd.; (ix) Luxshine Eyewear Sdn. Bhd.; (x) M Optical Sdn. Bhd.; (xi) MOG Optometry Sdn. Bhd.; (xii) Real Eyes Sdn. Bhd.; (xiii) Right View Optic Sdn. Bhd.; (xiv) Smart Vision House Sdn. Bhd.; (xv) Spec Trend Sdn. Bhd.; (xvi) Specs Gallery Sdm. Bhd.; (xvii) Specs Saver Sdn. Bhd.; and (xviii) Victory Eyewear Sdn. Bhd.) are principally engaging in the provision of the wholesale and retail of optical products and related accessories in Malaysia. The consideration of such disposal was approximately RM9 million, comprising of (a) RM779,000 payable for the entire issued shares of Able Hero and (b) RM8,221,000 for the total outstanding entire amount of an unsecured interest-free loan provided by MOG (BVI) Limited to Able Hero. Particulars of the acquisition are set out in the announcements of issued by the Company dated 29 December 2022 and 30 December 2022.

DIVIDENDS

The Board does not recommend to declare any final dividend for the Reporting Period.

EVENTS AFTER THE REPORTING PERIOD

On 10 March 2023, Huayu Shu Rong Technology (Shanghai) Company Limited (華喻數融科技(上海)有限公司) (“**Huayu Shanghai**”), being a non-wholly owned subsidiary of the Company, entered into a subscription agreement with Zhongbao Technology Creation (Zhuhai) Company Limited (中保科技創新(珠海)有限公司) (“**Zhongbao Technology**”) and four original shareholders of Zhongbao Technology (the “**Original Shareholders**”) which are independent third parties of the Company, pursuant to which Zhongbao Technology agreed to allot and issue new shares to Huayu Shanghai and the Original Shareholders by increasing its registered capital from US$800,000 to RMB50,000,000, and Huayu Shanghai agreed to subscribe for the new shares by contributing RMB24,500,000, representing 49% of the enlarged total issued share capital of Zhongbao Technology upon the share capital of Zhongbao Technology are fully paid up by Huayu Shanghai and the Original Shareholders.

Reference is made to the announcement issued by the Company dated 12 August 2022 in relation to an inside information in connection with a recognition of a provision of compensation of RMB20 million arising from a breach of sales contract. On 22 March 2023, Guangdong Kunpeng Digital Supply Chain Management Co., Ltd (廣東鯤鵬數科供應鏈管理有限公司) (“**Guangdong Kunpeng**”), being an indirect wholly owned subsidiary of the Company, entered into a settlement agreement with the relevant customer, pursuant to which, among other things, the following:

i) the relevant customer agreed to withdraw the lawsuits relating to the disputes over the breach of contract by Guangdong Kunpeng;

ii) each of Guangdong Kunpeng and the relevant customer agreed to revise the compensation amount to RMB4 million; and

iii) upon payment of the aforesaid settlement sum, the parties agree that all debts between Guangdong Kunpeng and the relevant customer shall be deemed to have been discharged.

Reference is made to the announcement issued by the Company dated 7 September 2022 in relation to an inside information in connection with a recognition of a provision of compensation of RMB15 million arising from a breach of purchase contract. On 20 March 2023, Guangdong Kunpeng entered into a settlement agreement with the relevant supplier, pursuant to which the relevant supplier agreed to resolve the disputes with no compensation due to no cost incurred by the supplier after cancellation of the relevant transaction. After signing the settlement deed, the parties agree that all debts between Guangdong Kunpeng and the relevant supplier shall be deemed to have been discharged.

PRINCIPAL RISKS AND UNCERTAINTIES

The success of the Group highly depends on its ability to maintain a good and continued business relationship with its suppliers and its ability to procure products from such suppliers on favourable terms.

The Group do not enter into long-term supply agreements with its suppliers, therefore the Group cannot assure the suppliers will continue to supply products on terms acceptable to the Group or that the Group will be able to establish new or extend current supplier relationships to ensure a steady supply in a timely and cost-efficient manner. If the relationships with its major suppliers are terminated, interrupted, or modified in any way adverse to the Group, the Group's business, financial condition and results of operations could be adversely affected.

Further, the Group also do not enter into long term written contract with its customers. The Group sell products to its customers on an order-by-order basis according to the purchase orders placed by our customers from time to time. The customers are not subject to any regular purchase commitment. Without a regular purchase commitment, it is difficult for the Group to make realistic forecast of future order quantities and revenue so as to plan for efficient and optimal resource allocation. There is no guarantee that the Group's customers will continue to place orders with us on a consistent basis in terms of quantities, pricing and time intervals. The Group's profitability, results of operations and financial condition may therefore be affected.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Due to the significant amount that might involve in the new digital retail payment solutions hardware trading and the financing services business, the Group might be subject to a material credit risk. If there is any delay or default in payment in the account receivable from the customer, the Group's profitability, financial condition and results of operations may be materially and adversely affected. However, the Group has implemented measure to mitigate the credit and default risk in relation to the new digital retail payment solutions hardware trading and the financing services business, including but not limited to background check of the prospective customer and shorten credit period to customer.

Management Discussion and Analysis

OUTLOOK AND FUTURE PROSPECTS

In 2022, Malaysia's growth trajectory has been improved given resumption of economic activities, further improvement in the labour market, continued policy support and expansion in external demand. In light of this, the Group's optical products related business in Malaysia has been recovered steadily.

Going forward to 2023, it is anticipated that the Group's business in the PRC may stage a meaningful development when the COVID-19 pandemic is brought under control so that the labour market conditions will likely be improved, and also with support of the government policies and growing consumption demand. The progress and effectiveness of vaccination, adherence to standard operating procedures, and the ability to effectively control any new COVID-19 variants will be key to the expected recovery.

The Management is unable to reliably estimate the financial impact of COVID-19 as the pandemic has yet to run its full course, as seen in the discovery and outbreak of new variants of COVID-19. Overall, the Board remains positive given the Group's sufficient working capital, extensive retail network, established reputation and diversified portfolio of optical products.

The Management will continue to monitor and implement its business strategies when the economic situation improves. The following are the Group's business strategies for upcoming 2023:

– Continue to offer customers with a diversified variety of products and series of ancillary services that are conductive to Group's retail solution business in the PRC;

– Identify suitable acquisition and/or investment targets, particular to those related to the digital retail solutions related business, for potential business expansion and development that are complementary to the Group's growth strategies;

– Continue to promote recognition of the Group's 11 retail brands and to further develop and market the Group's own brands optical products;

– Enhance the Group's production capabilities with regards to customized lenses; and

– Upgrade the Group's information technology systems and enhance its operational efficiency.

Management Discussion and Analysis

USE OF PROCEEDS

The shares of the Company were listed on the Main Board of the Stock Exchange on 15 April 2020 with a total of 500,000,000 offer shares issued based on the final offer price of HKD1.00 per offer share, the aggregate net proceeds, after deducting the related underwriting fee, incentive and estimated expenses paid and payable by the Company in relation to the Listing, received by the Company were approximately HKD91.1 million or RM50.3 million (based on exchange rate of RM0.5517:HKD1). There was no change in the intended use of net proceeds as previously disclosed in the prospectus of the Company dated 28 March 2020 (the "**Prospectus**"). As at the date of this report, the net proceeds had been utilised as follows:

	Net proceeds RM million	Amount unutilised as at 31 March 2022 RM million	Amount utilised during the nine months ended 31 December 2022 RM million	Amount unutilised as at 31 December 2022 RM million	Expected time frame for utilisation (Note 2)
Set up 36 self-owned retail stores (Note 1)	28.1	25.8	(2.0)	23.8	31 March 2024
Upgrade and renovate 25 self-owned retail stores	5.1	5.0	–	5.0	31 March 2024
Promote recognition of the Group's 11 retail brands and to further market the Group's Own Brands optical products	4.7	4.0	(0.9)	3.1	31 March 2024
Develop optical lab for the production of lenses (Note 2)	5.5	5.5	–	5.5	31 March 2024
Upgrade the Group's information technology systems and acquire an RMS and upgrade its POS systems	4.3	2.8	(0.4)	2.4	31 March 2024
General working capital	2.6	–	–	–	Fully utilised
Total	50.3	43.1	(3.3)	39.8	

Notes:

1. In view of the uncertainty heightened by the COVID-19 pandemic in previous years, there was a delay in the time frame for the opening of the retail stores at this point in time. For the Reporting Period, the Group has set up six self-owned retail stores.

2. In view of the uncertainty heightened by the COVID-19 pandemic and prolonged Movement Control Order and National Recover Plan imposed by the Malaysian government in previous years, there has been a delay in the utilisation of the net proceeds than the planned schedule of utilisation as disclosed in the Prospectus. Nevertheless, the Group intends to continue to apply the unutilised net proceeds of approximately RM39.8 million in accordance with the section headed "Future Plan and Use of Proceeds" in the Prospectus.

As disclosed above, the actual application of the net proceeds was slower than expected and such delay was mainly due to the impact of the COVID-19 pandemic in previous years, which has caused obstacles, closures and movement restrictions to the retail industry to a very large extent. The Group strives to minimise the impact on its operation caused thereby and will adopt a prudent approach for utilising the net proceeds effectively and efficiently for the long-term benefit and development of the Group.

Please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus for details.

Corporate Governance Report

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices and the corporate governance principles of the Company are adopted in the interest of the Company and the shareholders of the Company (the "**Shareholders**"). The Company's corporate governance practices are based on the principles and the code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 of the Listing Rules which is released by the Stock Exchange.

In the opinion of the Directors, the Company has complied, to the extent applicable and permissible, with all applicable code provisions as set out in the CG Code during the Reporting Period and up to the date of this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors has confirmed that he/she has complied with the Model Code during the Reporting Period.

BOARD OF DIRECTORS

Composition

The Directors who hold office during the Reporting Period and as at the date of this annual report are as follows:

Executive Directors
Dato' Ng Kwang Hua *(Chairman)*
Datin Low Lay Choo (resigned on 23 June 2022)
Ms. Tang Tsz Yuet (appointed on 23 June 2022)
Mr. Zhou Yue (appointed on 23 June 2022)
Mr. Deng Zhihua (appointed on 28 October 2022)

Independent Non-Executive Directors
Mr. Yau Tung Shing (appointed on 16 August 2022)
Mr. Chu Hoi Kan (appointed on 26 September 2022)
Ng Chee Hoong (resigned on 16 August 2022)
Ng Kuan Hua (resigned on 21 September 2022)
Ms. Jiao Jie
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah

Corporate Governance Report

The profile of the Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 35 to 39 of this annual report. There is no relationship (including financial, business, family or other material or relevant relationships) amongst members of the Board.

During the Reporting Period, the Board has all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise, and independent non-executive Directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Chairman and Chief Executive Officer

The chairman of the Company, Dato' Ng Kwang Hua, is responsible for the overall strategic planning and corporate policies as well as overseeing the operation of the Group.

The chief executive officer of the Company, Datin Low Lay Choo, is responsible for overall management and operation of the Group.

Board Meetings and General Meetings

The Board should meet regularly and Board meetings should be held at least four times a year. At least 14 days' notice of all regular Board meetings is given to the Directors who are given the opportunity to include other matters in the agenda of meetings.

Minutes of meetings are kept by the company secretary of the Company (the "**Company Secretary**") with copies circulated to all Directors or Board Committee members for information and records. Directors who have conflicts of interest in a board resolution have abstained from voting for that resolution.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings and Board Committee meetings. In compliance with the code provision A.1.5 of the CG Code, minutes of Board meetings and meetings of Board Committees were recorded in sufficient detail covering the matters considered by the Board and decisions reached, including any concerns raised by the Directors, or dissenting views expressed. Draft and final versions of minutes of Board meetings were sent to all the Directors for their comment and record respectively, in both cases within a reasonable time after the Board meeting was held.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

During the Reporting Period, the Company held 18 Board meetings, details of the Directors' attendance are disclosed in the below sub-section headed "Attendance Records of Directors and Committee Members". Various matters and affairs of the Company were discussed during the Board meetings. One annual general meeting was held during the Reporting Period.

On 30 March 2023, a Board meeting was held to approve, among others, the results of the Group for the nine months ended 31 December 2022.

Appointment, Re-election and Removal of Directors

Each of the Directors (including independent non-executive Directors) has entered into a service contract or letter of appointment with the Company for a term of three years.

The articles of association of the Company (the "**Articles of Association**") provides that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his/her appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting (the "**AGM**") and shall then be eligible for re-election.

In accordance with the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least every three years. A retiring Director shall be eligible for re-election.

Directors' Responsibilities for Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Company in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Company are published in a timely manner.

The Directors, having made appropriate enquiries, considered the Company has adequate resources to continue in operational existence for the foreseeable future. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis.

The reporting responsibilities of the Company's external auditor on the financial statements of the Company are set out in the section headed "Independent Auditor's Report" in this annual report.

Responsibilities of and Delegation by the Board

The major powers and functions of the Board include, but are not limited to, convening the general meetings, presenting reports to the general meetings, implementing the resolutions passed at the general meetings, determining the operational plans and investment plans of the Group, determining the annual financial budgets and final accounts of the Group, determining the fundamental management system of the Group, formulating profit distribution plans and loss recovery plans of the Group, and exercising other powers and functions as conferred by the Articles of Association.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective function.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation of the Group and management of the Company are delegated to the management of the Company.

The Board and the management have clearly defined their authorities and responsibilities under various internal control and check and balance mechanisms. The Board does not delegate matters to the Board committee(s), executive Directors or the management to an extent that would significantly hinder or reduce the ability of the Board as a whole to perform its function.

DIRECTORS' TRAINING

Revised Code Provision A.6.5 of the CG Code provides that Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remain informed and relevant.

All Directors are encouraged to participate in continuous professional development activities by ways of attending training and/or reading materials relevant to the Company's business or to the Directors' duties and responsibilities. A summary of professional trainings received by the Directors for the Reporting Period according to the records provided by the Directors is as follows:

	Attending training session and/or reading materials relevant to the business or directors' duties
Dato' Ng Kwang Hua	✓
Datin Low Lay Choo[1]	
Ms. Tang Tsz Yuet	✓
Mr. Zhou Yue	✓
Mr. Deng Zhihua	✓
Mr. Yau Tung Shing	✓
Mr. Chu Hoi Kan	✓
Mr. Ng Chee Hoong[2]	
Mr. Ng Kuan Hua[3]	
Ms. Jiao Jie	✓
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah	✓

Notes:

1: resigned on 23 June 2022

2: resigned on 16 August 2022

3: resigned on 21 September 2022

Corporate Governance Report

Corporate Governance Functions

The Board recognizes that corporate governance ("**CG**") should be the collective responsibility of Directors and their CG duties include:

a. to approve and review the Company's policies and practices on corporate governance;

b. to review and monitor the training and continuous professional development of Directors and senior management;

c. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

d. to review and monitor the code of conduct and compliance (if any) applicable to the Directors and employees; and

e. to review the Company's compliance with the code provisions of the CG Code and disclosure in the CG Report under the Listing Rules.

BOARD COMMITTEES

The Board has established three Board committees in accordance with the relevant laws and regulations and the corporate governance practice under the Listing Rules, including the audit committee (the "**Audit Committee**"), remuneration committee (the "**Remuneration Committee**") and nomination committee (the "**Nomination Committee**").

Audit Committee

The Audit Committee currently consists of three independent non-executive directors, namely Mr. Yau Tung Shing, Mr. Chu Hoi Kan and Ms. Jiao Jie. Mr. Yau Tung Shing currently serves as the chairman of the Audit Committee.

The terms of reference of the Audit Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include but are not limited to, make recommendation to the Board on the appointment, re-appointment and removal of the external auditor; and to assist the Board in fulfilling its oversight responsibilities in relation to the Group's financial reporting, internal control procedure, risk management processes and external audit functions, and corporate governance responsibilities. The full version of the terms of reference of the Audit Committee is available on the Stock Exchange's website at "www.hkexnews.hk" and the Company's website at http://www.mogglobal.com.

During the Reporting Period, the Audit Committee held 4 meetings. Details of attendance of the meetings of the Audit Committee are set out in the below sub-section headed "Attendance Records of Directors and Committee Members".

The following matters were dealt with at the said meetings or by way of written resolutions:

– reviewing the consolidated financial statements of the Group for the nine months ended 31 December 2022, the annual results announcement of the Group for the nine months ended 31 December 2022 and the audit report prepared by the auditor relating to accounting issues and major findings in course of audit;

– reviewing the interim consolidated financial statements of the Group for the six months ended 30 September 2022, the interim results announcement and report of the Group for the respective interim period prepared by the finance and management team of the Group relating to accounting issues and major findings;

– reviewing the significant audit and accounting issues arising from the external auditor's audit;

– considering the appointment of the external auditor and their audit fees;

– meeting with the external auditor without the presence of management to discuss issues arising from the audits and any other matters the auditor might wish to raise;

– reviewing the development in accounting standards and the Group's response, including the preparation for adoption of International Financial Reporting Standards; and

– reviewing the effectiveness of the internal control and risk management system.

The results for the Reporting Period have been reviewed by the Audit Committee before submission to the Board for approval.

Nomination Committee

The Nomination Committee currently consists of two independent non-executive Directors, namely Mr. Yau Tung Shing and Mr. Chu, Hoi Kan and one executive Director, namely Dato' Ng Kwang Hua. Dato' Ng Kwang Hua currently serves as the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee include but are not limited to (i) review the structure, size and composition (including skills, knowledge and experience) of the Board on a regular basis (at least annually) and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) to assess the independence of independent non-executive directors and (iv) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer. The full version of the terms of reference of the Nomination Committee is available on the Stock Exchange's website at "www.hkexnews.hk" and the Company's website at http://www.mogglobal.com.

During the Reporting Period, the Nomination Committee held 4 meetings. Details of attendance of the meetings of the Nomination Committee are set out in the below sub-section headed "Attendance Records of Directors and Committee Members".

The following matters were dealt with at the said meeting or by way of written resolutions:

– to assess the independence of the independent non-executive Directors;

– to select and recommend candidates of Directors;

– to consider the re-election of Directors; and

– to review the structure, size and composition (including the skills, knowledge and experience) of the Board.

No member took part in voting on his re-election of Director at the meeting.

Remuneration Committee

The Remuneration Committee currently consists of two independent non-executive Directors, namely, Mr. Chu, Hoi Kan and Mr. Yau Tung Shing and one executive Director, namely, Dato' Ng Kwang Hua. Mr. Chu, Hoi Kan currently serves as the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include but are not limited to (i) making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing such policy; (ii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; (iii) making recommendations to the Board on the remuneration of non-executive Directors; (iv) reviewing and approving the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company; and (v) ensuring that no Director or any of his associates is involved in deciding his own remuneration. The full version of the terms of reference of the Remuneration Committee is available on the Stock Exchange's website at "www.hkexnews.hk" and the Company's website at http://www.mogglobal.com.

During the Reporting Period, the Remuneration Committee held 4 meetings. Details of attendance of the meetings of the Remuneration Committee are set out in the below sub-section headed "Attendance Records of Directors and Committee Members".

The following matters were dealt with at the said meeting or by way of written resolutions:

– to review and discuss the remuneration packages for the Directors and senior management of the Company; and

– to consider and approve the remuneration packages for the proposed Directors.

No member took part in voting on his own remuneration at the meeting.

Corporate Governance Report

Attendance Records of Directors and Committee Members

The attendance records of each Director at the Board and Board Committee meetings of the Company held during the Reporting Period are set out in the table below:

	Meeting attended				
	Board	Audit committee	Remuneration committee	Nomination committee	Annual general meeting
Number of meetings held	18/18	4/4	4/4	4/4	1/1
Executive Directors					
Dato' Ng Kwang Hua	18/18	N/A	4/4	4/4	1/1
Datin Low Lay Choo[1]	–/–	N/A	N/A	N/A	N/A
Ms. Tang Tsz Yuet[2]	18/18	N/A	N/A	N/A	1/1
Mr. Zhou Yue[2]	18/18	N/A	N/A	N/A	1/1
Mr. Deng Zhihua[3]	7/7	N/A	N/A	N/A	N/A
Independent Non-executive Directors					
Mr. Yau Tung Shing[4]	12/12	2/2	2/2	2/2	1/1
Mr. Chu Hoi Kan[5]	10/10	2/2	1/1	1/1	N/A
Mr. Ng Chee Hoong[6]	6/6	2/2	1/1	1/1	N/A
Mr. Ng Kuan Hua[7]	8/8	2/2	2/2	2/2	N/A
Ms. Jiao Jie	18/18	4/4	N/A	N/A	1/1
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah	18/18	N/A	N/A	N/A	1/1

Notes:

1: resigned on 23 June 2022

2: appointed on 23 June 2022

3: appointed on 28 October 2022

4: appointed on 16 August 2022

5: appointed on 26 September 2022

6: resigned on 16 August 2022

7: resigned on 21 September 2022

Corporate Governance Report

BOARD DIVERSITY POLICY

The Group adopted a board diversity policy (the "**Board Diversity Policy**") on 23 March 2020. A summary of this policy are disclosed as below:

The purpose of the Board Diversity Policy is to achieve diversity of the Board. The Company recognises and seizes the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee shall review the Board Diversity Policy and make recommendations to the Board on amendments to the Board Diversity policy (if any) as appropriate, which will include an assessment of the implementation and effectiveness of the Board Diversity policy on an annual basis in accordance with code provision B.1.3 of the CG Code.

As of the date of this annual report, the Company had a total of seven Directors. The Directors have a balanced mix of experiences, including overall management and strategic development, quality assurance and control, business and risk management, and finance and accounting experiences in addition to corporate legal affair experiences.

Further, the Board currently has 3 female Directors and as such has achieved gender diversity in respect of the Board. We will continue to strive to enhance female representation and achieve an appropriate balance of gender diversity with reference to the Shareholders' expectation and international and local recommended best practices. We will also ensure that there is gender diversity when recruiting staff at mid to senior level and we are committed to providing career development opportunities for female staff so that we will have a pipeline of female senior management and potential successors to our Board in near future.

NOMINATION POLICY

The Company adopted a policy for nomination on 23 March 2020, pursuant to which, the Nomination Committee shall assist the Board in making recommendations to the Board on the appointment of directors; and succession planning for directors.

1. Selection criteria

1.1 The Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of directors or re-appointment of any existing Board member(s):

(a) Reputation for integrity;

(b) Accomplishment, experience and reputation in the business and industry;

(c) Commitment in respect of sufficient time, interest and attention to the business of the Company and its subsidiaries;

(d) Diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;

(e) Compliance with the criteria of independence, in case for the appointment of an independent non-executive director, as prescribed under Rule 3.13 of the Listing Rules; and

(f) Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate.

1.2 The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles of Association and other applicable rules and regulations.

2. Nomination Procedures

2.1 The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee.

2.2 The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Committee. The Committee may also nominate candidates for its consideration.

2.3 For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

2.4 For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

2.5 If a shareholder wants to propose a candidate to the Board for consideration, he/she shall refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website.

2.6 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has undertaken the overall responsibility for overseeing the Group's risk management and internal control systems on an on-going basis and reviewing their effectiveness at least annually in order to safeguard the interests of the shareholders and the assets of the Group.

The Board acknowledges its responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and ensuring that the Group has established and maintained appropriate and effective risk management and internal control systems. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has delegated to the Audit Committee to review the effectiveness of the risk management and internal controls of the Group. Based on its review, the Audit Committee advises the Board on the effectiveness of the Group's risk management and internal control systems, including the identification and monitoring of the risks, the adequacy of resources, staff qualifications and experience, training programmes and the Company's accounting and financial reporting functions. The management has also been delegated to design, implement and maintain the appropriate and effective risk management and internal control systems of the Group.

To further strengthen the risk management and internal control of the Group, the Company has appointed external advisers to undertake the internal audit function and perform the ongoing monitoring of the internal control systems of the Group. The external advisers evaluate the Group's risk management and internal control systems by reviewing the material controls, including financial, operation and compliance. The rotation basis would be applied to operations with similar risk associated so as to enhance the efficiency and effectiveness of the internal audit function. Review results and the recommendations in the form of written report are submitted to the Audit Committee for discussion and review. Follow up actions will be taken up by the management of the Group to ensure all significant control activities are properly in place within the Group and findings previously identified have been properly resolved.

The Company is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time. The Company has conducted a review on the effectiveness and efficiency of the Groups risk management and internal control systems during the Reporting Period and the management has confirmed that there is no significant deficiency and weakness on the internal control system has been identified by the external advisers. The Board satisfied and confirmed that the Group's risk management and internal control systems were effective and adequate.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group strictly follows the requirements of the Securities and Futures Ordinance of Hong Kong (the "**SFO**") and the Listing Rules and ensures that inside information is disclosed to the public as soon as reasonably practicable unless the information falls within any of the safe harbours of the SFO. Before inside information is fully disclose to the public, such information is kept strictly confidential. In addition, the Group adopted the policy of disclosing relevant information only to appropriate staff within the Group and will establish written guidelines regarding employees' securities transactions on terms no less exacting than the standard set out on the Model Code for the compliance by its relevant staff in respect of their dealings in the Company's securities.

AUDITOR'S REMUNERATION

The remunerations paid or payable to the external auditor of the Company Elite Partners CPA Limited in respect of audit services provided to the Group for the Reporting Period is set out below.

	RMB'000
Annual audit for the Reporting Period	1,100

SHAREHOLDERS' RIGHTS

The Company encourages the Shareholders to attend the general meetings of the Company. To safeguard shareholders' interests and rights, a separate resolution will be proposed for each issue at general meeting, including the election of individual Director(s). All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

A shareholder may send an enquiry to the principal place of business of the Company at Room 1910, 19th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry.

The Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM") and for Putting Forward Proposals at General Meeting

Pursuant to Article 58 of Articles of Association, extraordinary general meeting of the Company shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company at the Company's head office or principal place of business in Hong Kong, for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition and signed by the requisitionist(s) (the "**Requisitionists**").

Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) of the Company.

Procedures for putting forward proposals at Shareholders' meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law. However, Shareholders may request the Company to convene an extraordinary general meeting following the procedures as set out above.

The Procedures for Shareholders to Propose a Person for Election as a Director of the Company

Article 85 of the Articles of Association provides that no person, other than a retiring director of the Company, shall, unless recommended by the board of directors of the Company for election, be eligible for election to the office of director of the Company (the "**Director**") at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodging the notices as required under the Articles of Association will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a director of the Company at the general meeting, the following documents must be validly served at the Company's head office in Hong Kong or the Branch Share Registration and Transfer Office, namely (1) his/her notice of intention to propose a resolution at the general meeting; (2) a notice signed by the nominated candidate of his/her willingness to be elected; (3) the nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (4) the nominated candidate's written consent to the publication of his/her personal data, contact address and contact telephone number.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

A Shareholder's communication policy was adopted by the Board aiming to provide to the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. Extensive information about the Company's activities is provided in its interim report, quarterly reports and annual report, which are sent to Shareholders in due course. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. The notice of the annual general meeting is distributed to all Shareholders at least 21 days before the meeting. Separate resolutions are proposed at general meetings on each separate issue and voting of which is taken by poll pursuant to the Listing Rules. Results of the poll are published on both the website of the Stock Exchange and the Company. All corporate communication with Shareholders will be posted on the website of the Company for Shareholders' information.

The Company reviewed the implementation and effectiveness of the shareholders' communication policy for the nine months ended 31 December 2022 and considered it to be effective.

BOARD INDEPENDENCE EVALUATION MECHANISM

The Company has adopted the board independence evaluation mechanism. The details are as follows:

Objective

Continuing improvement and development of the Board and its committee processes and procedures through Board independence evaluation provides a powerful and valuable feedback mechanism for improving Board effectiveness, maximising strengths, and identifying the areas that need improvement or further development.

The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

This mechanism is designed to ensure a strong independent element on the Board, which allows the Board to effectively exercise independent judgment to better safeguard Shareholders' interests.

Mechanism

a) Nomination Committee is established with clear terms of reference to identify suitable candidates, including independent non-executive Directors, for appointment as Directors.

b) Nomination policy is in place with details of the process and criteria of identifying, selecting, recommending, cultivating and integrating new directorship.

c) For independent non-executive Directors ("**INED(s)**"):

   i) Every INED is required to confirm in writing to the Company his/her independence upon his/her appointment as Director with reference to such criteria as stipulated in the nomination policy as well as the Listing Rules;

   ii) Each INED has to declare his/her past or present financial or other interests in the Group's business as soon as practicable, or his/her connection with any of the Company's connected persons (as defined in the Listing Rules), if any; and

   iii) Each INED is required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may affect his/her independence.

d) The Nomination Committee will assess annually the independence of all INEDs and to affirm if each of them still satisfies the criteria of independence as set out in the Listing Rules and is free from any relationships and circumstances which are likely to affect, or could appear to affect, their independent judgement. Every Nomination Committee member should abstain from assessing his/her own independence.

e) Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it will set out in the circular to Shareholders the reasons it believes he/she should be elected and the reasons it considers him/her to be independent.

f) A mechanism is in place for Directors to seek independent professional advice in performing their duties at the Company's expense.

g) Directors are encouraged to access and consult with the Company's senior management independently, if necessary

h) The Board Independence Evaluation may take in the form of a questionnaire to all Directors individually and may be supplemented by individual interview with each Director, if necessary, and/or in any other manners which the Board considers fit and necessary.

i) The Board Independence Evaluation report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

j) The results of the Board Independence Evaluation or a summary of the findings of the said evaluation will be disclosed in the CG Report contained in the annual report of the Company or on the Company's website for accountability and transparency purposes.

k) The aforesaid Board Independence Evaluation will be regarded as an ongoing exercise of the Company while the Company may seek assistance from external consultant if an external evaluation on the same subject is needed.

During the nine months ended 31 December 2022 and as at the date of this report, the Board Independence Evaluation had been conducted by way of completing a questionnaire by all Directors. The results of the Board Independence Evaluation are summarised as follows:

1. The Board as a whole possessed the skills and range of experience needed to adequately fulfill its fiduciary responsibilities, more reliably hold management to account, and better safeguard Shareholders' interests.

2. Board meetings were conducted in a manner that allowed open communication, meaningful participation (including in-depth discussion and resolutions of issues).

3. All INEDs brought independent judgement to bear on the Board's deliberations.

4. All INEDs have actively participated in all Board meetings and Board Committees' meetings; and raised governance and ethical issues to the Board.

WHISTLEBLOWING POLICY

In compliance with code provision D.2.6 of the CG Code, the Board adopted a whistleblowing policy during the Reporting Period. It provides employees and the relevant third parties who deal with the Group (e.g. customers, contractors and suppliers) with guidance and reporting channels on reporting any suspected improprieties in any matters related to the Group directly addressed to the designated person. All reported matters will be investigated independently and, in the meantime, all information received from a whistleblower and his/her identity will be kept confidential. The Audit Committee will regularly review the whistleblowing policy to improve its effectiveness and employee confidence in the process and to encourage a "speak up" culture across the Company.

ANTI-CORRUPTION POLICY

In compliance with the code provision D.2.7 of the CG Code, the Board adopted an anti-corruption policy during the Reporting Period. It outlines guidelines and the minimum standards of conducts, all applicable laws and regulations in relation to anti-corruption and anti-bribery, the responsibilities of employees to resist fraud, to help the Group defend against corrupt practices and to report any reasonably suspected case of fraud and corruption or any attempts thereof to the management or through an appropriate reporting channel. The Group would not tolerate any forms of fraud and corruption among all employees and those acting in an agency or fiduciary capacity on behalf of the Group, and in its business dealing with third parties. The Board will review the anti-corruption policy to ensure its effectiveness and enforce the commitment of the Group to the prevention, deterrence, detection and investigation of all forms of fraud and corruption.

DIVIDEND POLICY

The Company does not have a fixed dividend policy, however the Directors expect the Group's dividend payout ratio will be not less than 30% of its annual distribution net profit. Notwithstanding the aforesaid, the Board shall have the discretion with regards to any recommendation as to the declaration, amount and means of payment of any dividends and the amount of any actual dividends will depend on the Group's earnings and financial conditions, operating and capital requirements and any other factors deemed relevant. Further, such declaration will also be subject to the applicable laws and regulations including the Companies Act (As revised) of the Cayman Islands, articles of association of the Company and, other than payment of an interim dividend, the approval of Shareholders.

COMPANY SECRETARY

Mr. Yu Wan Hei ("**Mr. Yu**") was appointed as the Company Secretary on 5 August 2022. Mr. Yu has confirmed that he received not less than 15 hours of relevant professional training during the Reporting Period. Please refer to the section headed "Profile of Directors and Senior Management" of this annual report for the profile of the Company Secretary.

CONSTITUTIONAL DOCUMENTS

On 23 September 2022, the Articles of Association have been approved in the annual general meeting of the Company. Details of the amendments of the Articles of Association have been set out in the announcement of the Company dated 14 July 2022 and the circular of the Company dated 29 July 2022. The Articles of Association is available on the Stock Exchange's website at "www.hkexnews.hk" and the Company's website at http://www.mogglobal.com.

UPDATE ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed elsewhere in this annual report, there were no other change to the Directors' information that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Profile of Directors and Senior Management

BOARD OF DIRECTORS

Executive Directors

Dato' Ng Kwang Hua ("Dato' Frankie Ng"), aged 52, is the founder of the Group, one of the controlling shareholders of the Company, the chairman of the Board and the Nomination Committee, a member of the Remuneration Committee and an executive Director. He is responsible for the overall strategic planning and corporate policies as well as overseeing the operations of the Group. Dato' Frankie Ng is also a director of several subsidiaries of the Company.

Dato' Frankie Ng attended high school in Sekolah Menengah Yu Hua Kajang (Yu Hua Kajang High School*), Selangor and left in July 1988. After that, he worked as a branch manager of Brilliant Optical Sdn. Bhd., an eyewear retailer, from April 1989 to December 1990 and from June 1992 to April 1995. Between January 1991 and May 1992, he was a branch manager of another eyewear retailer, England Optical Sdn. Bhd. Dato' Frankie Ng became a registered optician in Malaysia in June 1996. He became a director of Metro Designer Eyewear Sdn. Bhd. in September 1997. Dato' Frankie Ng has more than 30 years of experience in the eyewear retail industry. He was conferred Darjah Indera Mahkota Pahang (D.I.M.P.) which carries the honourary title "**Dato**" by His Majesty Sultan Haji Ahmad of Pahang Darul Makmur in 2016. Dato' Frankie Ng is the spouse of Datin Low Lay Choo.

Ms. Tang Tsz Yuet (former name: Tang Fung Chu) (鄧旨鈅女士) ("Ms. Tang"), aged 45, was appointed as an executive Director on 23 June 2022. She has extensive experience in overall corporate management in the tourism industry. Prior to joining the Group, Ms. Tang has been served as the senior manager of International Travel Services Limited (冠威國際旅遊有限公司), a company principally engaged in travel-related business, since 2022 and is mainly responsible for overall business development and strategic planning as well as the operation and management in general.

Mr. Zhou Yue (周月先生) ("Mr. Zhou"), aged 37, was appointed as an executive Director on 23 June 2022. He has extensive experience in corporate operations management. Prior to joining the Group, Mr. Zhou has been served as an engineer in HannStar Board International Holdings Limited* (瀚宇博德科技股份（江陰）有限公司), a company principally engaged in manufacturing of printed circuit board for the notebook computer industry worldwide, since February 2008 and is mainly responsible for technology hardware system development and providing strategic advice on the overall business development.

Mr. Zhou obtained a bachelor's degree in mechanical design manufacturing and automation from Jiangsu University.

Mr. Deng Zhihua (鄧志華先生) ("Mr. Deng"), aged 45, was appointed as an executive Director on 28 October 2022. He has extensive experience in corporate operations management. Prior to joining the Group, Mr. Deng served as several senior positions in China United Network Communications Group Co., Ltd (中國聯合網絡通信有限公司) during the period from 1999 to 2007. After 2007, Mr. Deng has participated in several China corporations which mainly engaged in the provision of mobile communications value added services. Mr. Deng has extensive experience in the areas of mobile communications related services.

Mr. Deng obtained a bachelor's degree in telecommunications from East China Jiaotong University (華東交通大學).

* *For identification purpose only*

Profile of Directors and Senior Management

Independent Non-Executive Directors

Mr. Yau Tung Shing (邱東成先生) ("Mr. Yau"), aged 32, was appointed as an independent non-executive Director on 16 August 2022, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. Yau is the chairman of the Audit Committee and member of each of the Remuneration Committee and the Nomination Committee. Mr Yau has extensive years' experience in corporate finance, mergers and acquisitions and fund-raising exercises in various ventures and projects with a deal portfolio covering private entities and publicly listed companies in Hong Kong and the People's Republic of Chine. He is also a licensed person registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") to carry out Type 6 (advising on corporate finance) regulated activity. Prior to joining the Group, Mr. Yau is (i) a licensed representative of RHB Capital Hong Kong Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity, from April 2018 to December 2018; (ii) a licensed representative of Draco Capital Limited; (iii) a licensed representative of DL Securities (HK) Limited, a licensed corporation registered under the SFO to carry out Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, from July 2020 to March 2021; and (iv) a responsible officer of DL Securities (HK) Limited from March 2021 to April 2022. Mr. Yau has been appointed as a non-executive director of Pinestone Capital Limited (stock code: 804), whose shares are listed on the Stock Exchange with effect from September 2022.

Mr. Chu Hoi Kan (朱凱勤先生) ("Mr. Chu"), aged 36, was appointed as an independent non-executive Director on 26 September 2022, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. Chu is the chairman of the Remuneration Committee and member of each of the Nomination Committee and the Audit Committee. Mr Chu does not hold any other position with the members of the Group. Mr. Chu is currently an associate director and the responsible officer of Honestum International Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity, since January 2020. From December 2012 to January 2019, Mr. Chu was mainly engaged in corporate finance advisory work at CLC International Limited with his last position as a manager. Mr. Chu has been appointed as an independent non-executive director of Alco Holdings limited, whose shares are listed on main board of the Stock Exchange (stock code: 328), since September 2022. Mr. Chu has extensive experience in the areas of accounting and corporate finance.

Mr. Chu obtained a bachelor's degree in finance and professional accounting from The Hong Kong University of Science and Technology and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu is also a licensed person registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity.

Profile of Directors and Senior Management

Ms. Jiao Jie (焦捷女士) ("Ms. Jiao"), aged 42, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Ms. Jiao is also a member of the Audit Committee. Ms. Jiao does not hold any other position with the members of the Group.

Ms. Jiao has extensive experience in initial public offerings, private equity financing and corporate legal affairs. Ms. Jiao worked as a legal assistant at Beijing Jingtian & Gongcheng* Attorneys at Law (北京市競天公誠律師事務所) from November 2004 to February 2007. Thereafter, she joined China Sunshine Paper Holdings Company Limited (stock code: 2002) ("**China Sunshine**"), the shares of which are listed on the Main Board of the Stock Exchange, as the board secretary and special assistant to the chairman of China Sunshine from March 2007 to January 2010. From January 2010 to February 2012, Ms. Jiao worked as chief counsel and head of investor relations in Beijing Soufun Network Technology Company Limited* (北京搜房網絡技術有限公司), a subsidiary of Fang Holdings Limited, a company listed on the NYSE (stock code: SFUN). She then joined Huijin Stone (Xiamen) Co. Ltd.* (滙金石(廈門)有限公司), a subsidiary of ArtGo Holdings Limited (formerly known as ArtGo Mining Holdings Limited) (stock code: 3313), the shares of which are listed on the Main Board of the Stock Exchange, as vice president and general counsel from March 2012 to June 2014. She was appointed to the position of joint company secretary of ArtGo Holdings Limited in December 2013 and resigned in May 2014. Ms. Jiao served as the chief financial officer at iClick Interactive Asia Group Limited, a company listed on the NASDAQ (stock code: ICLK), from June 2014 to December 2018. Ms. Jiao has been an independent non-executive director of China Sunshine since January 2014 and TradeGo FinTech Limited (捷利交易寶金融科技有限公司) (stock code: 8017) since August 2018, the shares of which are listed on GEM of the Stock Exchange, and an independent director of China Index Holdings Limited (stock code: CIH) from May 2019 to May 2022 and Quhuo Limited since July 2020, the shares of both companies are listed on the NASDAQ. Save as being independent director/non-executive director, Ms. Jiao has also served as the supervisor of Beijing OptAim Network Technology Co., Ltd.* (北京智雲眾網絡科技有限公司) since April 2017.

Ms. Jiao obtained the degrees of Laws and Economics from Peking University in July 2003. She further obtained the degree of Magister Juris from University of Oxford in July 2005. In addition, she obtained the Legal Professional Qualification Certificate* (法律職業資格證書) from the Ministry of Justice of the PRC in March 2010. She has also obtained the Registered Qualification Certificate of Enterprise Legal Adviser (企業法律顧問執業資格證書) accredited jointly by the Ministry of Human Resources and Social Security of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC and the Ministry of Justice of the PRC in October 2011. Ms. Jiao has been a chartered financial analyst accredited by the CFA Institute since September 2014.

* *For identification purpose only*

Profile of Directors and Senior Management

Puan Sri Datuk Seri Rohani Parkash Binti Abdullah ("Puan Sri Rohani"), aged 67, was appointed as an independent non-executive Director on 1 April 2021, and is mainly responsible for providing independent opinion and judgement to the Board.

Puan Sri Rohani obtained her MBA from Oklahoma State University, United States of America in 1995, and her Bachelor of Arts (Hons) from Universiti Kebangsaan Malaysia in 1979. From 1981, Puan Sri Rohani's career was primarily in the civil service and spanned the land and regional development, communication and multimedia, human resources and higher education sectors. She was extensively involved in international and policy aspects of these sectors and left the government service in 2012 as the Deputy Secretary General Ministry of Higher Education (Malaysia). She retired from the public sector as a Senior Fellow at Universiti Teknologi Malaysia.

Puan Sri Rohani was appointed as the independent non-executive director of 7-Eleven Malaysia Holdings Berhad (stock code: 5250) on 10 February 2017. Besides, she was an independent non-executive director of Duopharma Biotech Bhd (stock code:7148), Nylex Malaysia Berhad (stock code: 4944) and Symphony Life Berhad (stock code: 1538) during the period from August 2016 to May 2019, November 2016 to May 2018 and December 2017 to March 2021, respectively. The shares of the above companies are listed on the Main Market of Bursa Malaysia Securities Berhad. She is also the current chair of the Board of Directors of the Sultan Idris Education University.

Puan Sri Rohani is an active member of charitable organisations. From June 2012 to August 2018, she was the President and life member of PUSPANITA Kebangsaan (Association of Women Civil Servants and Wives of Civil Servants) and currently volunteers at the National Kidney Foundation and the Mahmudah Home.

Senior Management

Datin Low Lay Choo ("**Datin Low**") is the chief executive officer of the Company. She is mainly responsible for the overall management and operation in Malaysia. She joined the Group on 1 April 1999. She also holds directorship in several subsidiaries of the Company. Datin Low has extensive experience in the eyewear retail industry. Datin Low is a registered optician in Malaysia. Datin Low graduated from Sekolah Menengah Yu Hua Kajang (Yu Hua Kajang High School), Selangor. Datin Low is the spouse of Dato' Frankie Ng.

Ms. Wong Poh Wan ("**Ms. Wong**") is the chief financial officer of the Group's Malaysia subsidiaries. She is responsible for the overall finance and reporting function in Malaysia. Ms. Wong has extensive experience in the field of financial reporting, taxation, auditing and management service. She started her career as an audit assistant in an audit firm immediate after her graduation. She then acted as a company secretary and provide management services to corporate clientele before she joined an oil and gas company, a subsidiary of a company listed on Kuala Lumpur Stock Exchange, as an Accounts Assistant Manager. Prior to her joining the Group, she was the Group Reporting and Finance Manager in Fortune Laboratories Sdn. Bhd, currently known as McBride Malaysia Sdn. Bhd ("**MBM**"). MBM is a subsidiary of McBride Plc in Asia Pacific, a company listed on London Stock Exchange (Stock code: MCB).

She obtained her bachelor's degree in accounting from Universiti Putra Malaysia in Malaysia and is the member of Malaysian Institute of Accountant.

Profile of Directors and Senior Management

Ms. Qian Jing (錢靜女士) ("Ms. Qian") is the chief financial officer of the Group's PRC subsidiaries and is primarily responsible for overall management of the Group's strategy and the Group' corporate development in the PRC, which include but not limited to the Group's existing PRC hardware digital retail payment solutions hardware trading business.

Prior to joining the Group, Ms. Qian severed as a financial controller of Dongtai Heng Cai Xin Cailiao Company Limited* (東台恒彩新材料有限公司), being a PRC company principally engaged in the sales of chemical coatings in the PRC during the period from 2012 to 2022, where she was primarily responsible for overseeing the company's financial affairs and corporate governance.

Mr. Yu Wan Hei (余運喜先生) ("Mr. Yu") is the company secretary of the Company. Mr. Yu obtained a bachelor degree of Business Administration in Accounting from The Hong Kong University of Science and Technology and a master degree of Science in Accountancy from The Hong Kong Polytechnic University. Mr. Yu is a fellow member of The Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Yu has extensive experience in accounting, auditing, corporate finance and company secretarial works.

* *For identification purpose only*

Environmental, Social and Governance Report

MOG Holdings Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**" or "**we**") is committed to long term sustainability of the environment and communities in which it operates. Acting in an environmental responsible manner, the Group endeavours to comply with the laws and regulations on environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction as well as serving the community.

ABOUT THIS REPORT

This is the forth environmental, social and corporate governance ("**ESG**") report (the "**ESG Report**") issued by the Group since the listing date, which discloses the relevant ESG initiatives adopted by and performance of the Group during the period from 1 April 2022 to 31 December 2022 (the "**Reporting Period**" or "**RP2022**"), in accordance with the "Environmental, Social and Governance Reporting Guide" (the "**ESG Reporting Guide**") as set out in Appendix 27 under the Rules Governing the Listing of Securities on Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"). As for corporate governance related information of the Group, please refer to the Corporate Governance section.

The board of directors (the "**Directors**") of the Company (the "**Board**") has the overall responsibility for the Company's ESG strategy and reporting. The Board is diverse in its composition and the members are equipped with the appropriate technical capabilities, experience, knowledge and perspectives required to supervise the ESG matters of the Group. In order to better manage the Group's ESG performance, related issues and potential risks, the Board discusses ESG issues collectively, evaluates and determines ESG-related risks and opportunities of the Group, reviews the materiality of ESG issues, as well as reviews its performance against ESG-related targets at least once a year. The Board is also responsible for ensuring the effectiveness of the Group's risk management and internal control systems and approving disclosures in the ESG reports. In order to assist the Board in discharging its responsibilities on ESG matters, the management arranges meetings at least once a year to evaluate, determine, monitor and manage the ESG-related risks and the effectiveness of the ESG management system. The management reports to the Board on the progress of ESG related work at least once a year, and provides advice to the Board on relevant issues to continuously improve the Group's ESG performance.

As an enterprise that upholds corporate social responsibility, the Group acknowledges the importance of reducing its impact on the environment. To fulfil the Group's commitment to corporate social responsibility and allow the Group's stakeholders to better understand the Group's progress in improving ESG performance, the Group has set environmental targets, covering aspects of energy conservation, emission reduction and waste management, with the aim to align with the government's vision of carbon neutrality in the Group's operating locations and enhance corporate reputation. To achieve these targets, the Group actively implements the principles of sustainable development and adopts relevant measures at operational levels. The Board has delegated the management to collect relevant ESG data, track and review our performance, and evaluate the Group's progress towards the targets. The relevant progress is summarised in the "Environment" section.

Environmental, Social and Governance Report

PREPARATION BASIS AND SCOPE

The preparation of this ESG Report is based on the four reporting principles as stipulated in the ESG Reporting Guide:

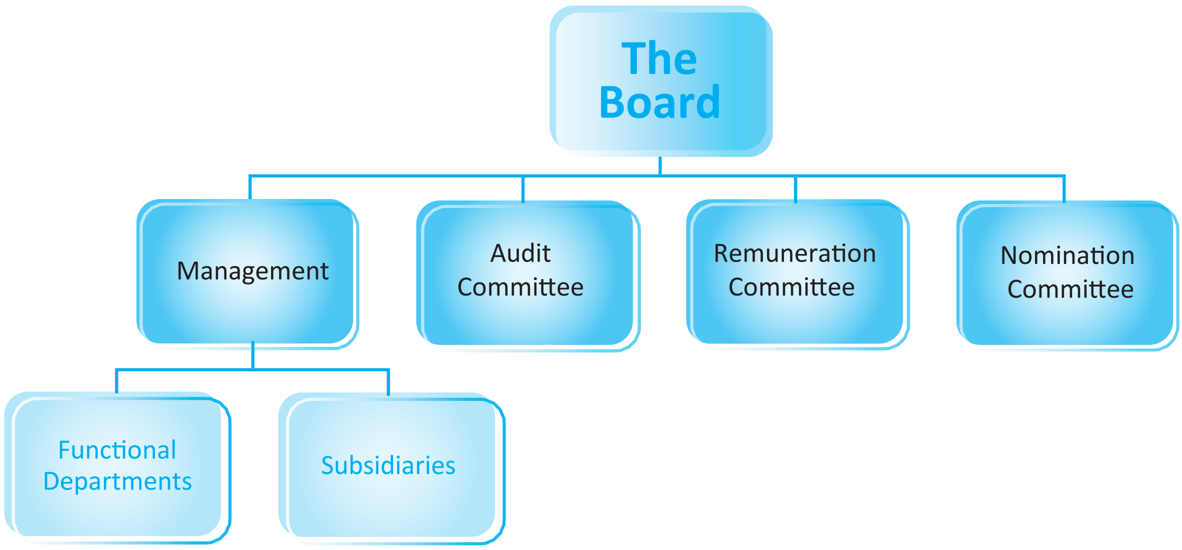
Materiality	The Board determined the material ESG issues based on its significant impacts level resulting from the Group business activities.
Quantitative	The Group recorded and collected measurable data used for setting its key performance indicators ("**KPIs**") to evaluate the effectiveness of its established policies and management system that has significant impacts to the ESG issue.
Balance	The Group adopted unbiased and fair presentation in this ESG Report to report its performances.
Consistency	The Group used consistent methodologies in presenting its data for comparison over time if available.

The management of the Group discusses, identifies and confirms the reporting scope based on the materiality principle. This ESG Report covers the entities that have a significant ESG impact, namely the Group's operations in Malaysia. The Group will continue to assess the major ESG aspects of different businesses and extend the scope of disclosure when and where applicable.

Environmental, Social and Governance Report

ESG MANAGEMENT SYSTEM

In the process of fulfilling its corporate social responsibility, the Group strives to move towards the goal of achieving sustainable development. The ESG governance structure includes the Board, management and functional departments.



Organisational structure of the Group for ESG

STAKEHOLDERS ENGAGEMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Environmental, Social and Governance Report

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment. Moreover, the Group acknowledges the importance of information and feedback gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to our business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

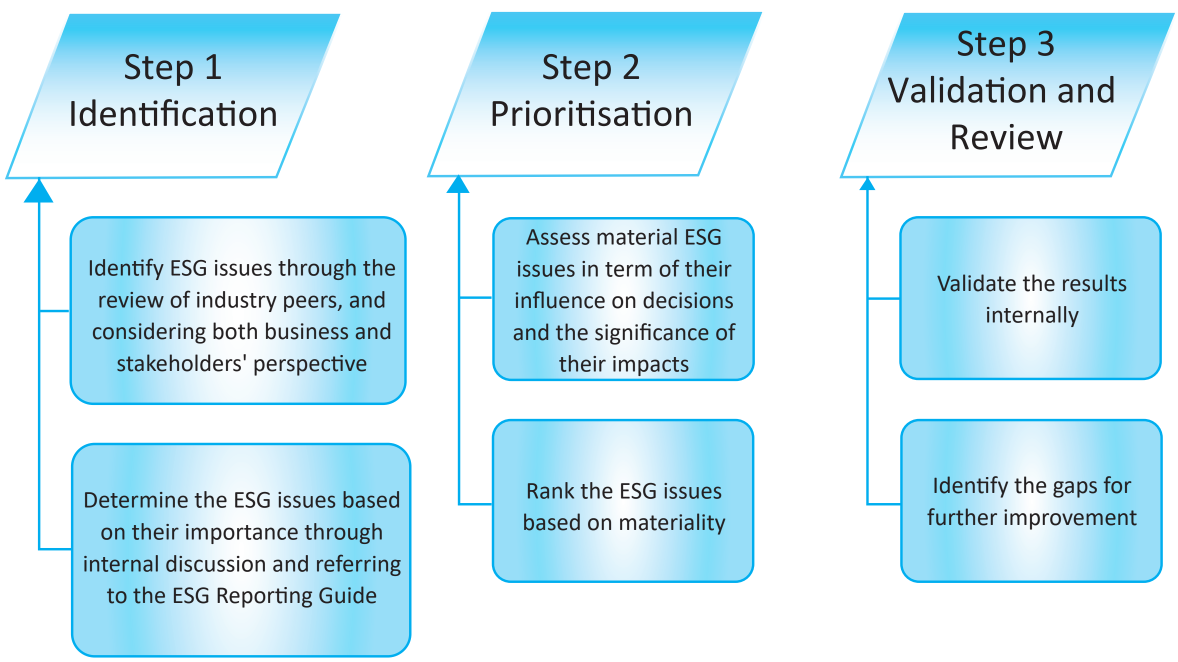
Stakeholders	Engagement Channels	Issues of Concerns
Government and Market Regulator	• Annual reports and announcements • Company website • Supervision and inspection	• Compliance with the laws and regulations • Proper tax payment • Disclosure of information
Shareholders and Investors	• Annual reports, interim reports and announcements • Company website	• Information disclosure and transparency • Protection of interests and fair treatment of shareholders • Reputation
Employees	• Training, seminars, briefing sessions • Cultural and sports activities • Emails • Employee survey	• Occupational health and safety • Working environment • Career development opportunities • Self-actualisation • Remuneration and benefits
Customers	• Company website, brochures, annual reports and announcements • Retail stores • Customer service hotline • Social media platform	• Safe and high-quality products • Good customer service • Product pricing and promotion
Suppliers and Business Partners	• Business meetings, supplier conferences, phone calls	• Long-term partnership • Honest cooperation • Product and service quality • Pricing and discount • Stable and sustainability
Public and Community	• Charity and social investment • Environmental responsibilities	• Contribution to community development • Social responsibilities • Protection of environment

MATERIALITY ASSESSMENT

Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedback obtained allows the Group to make more informed decisions, and to better assess and manage the resulting impact.

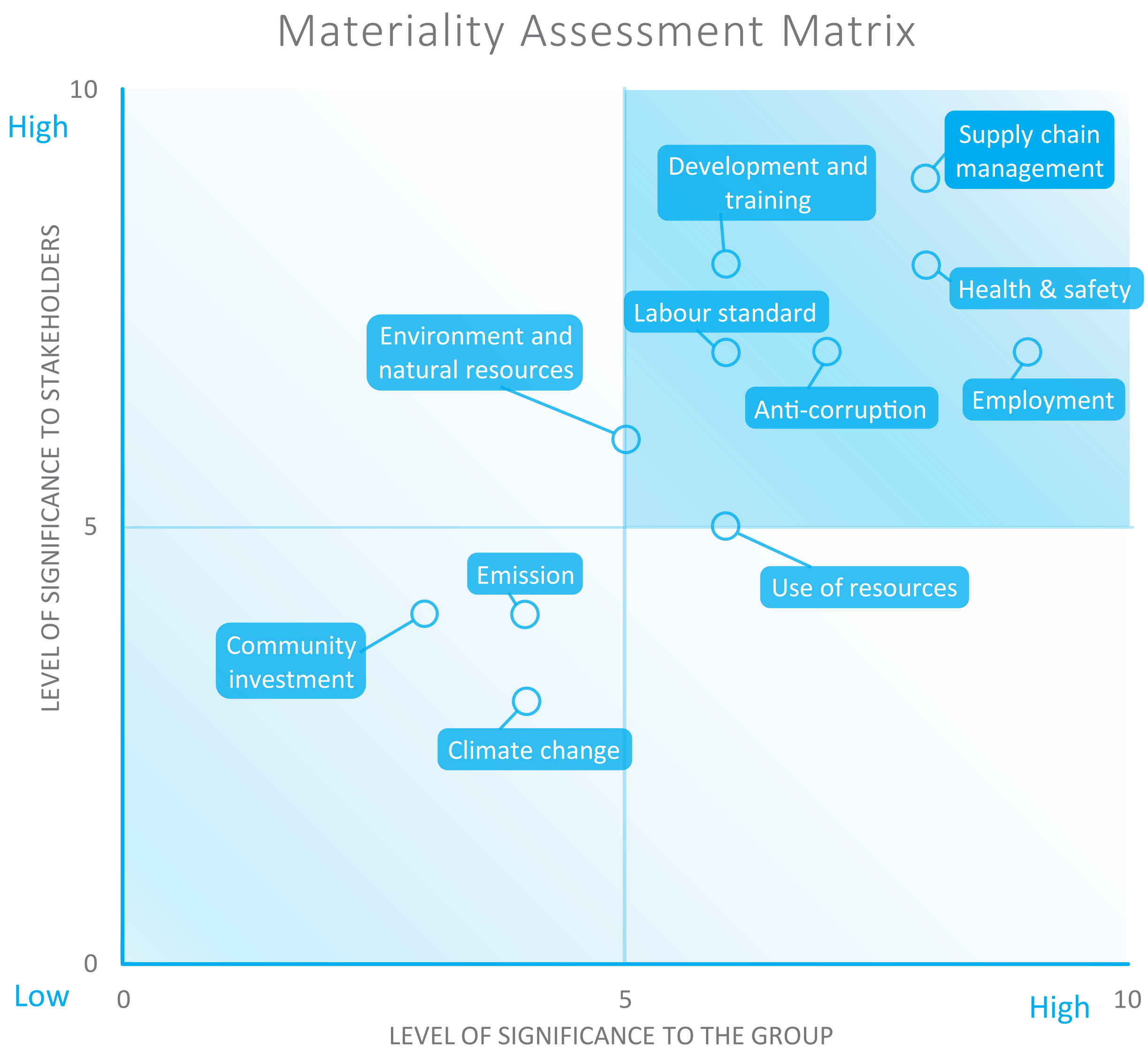
The ESG Report also includes the measurement of its key performance of its ESG issues that are considered most material to the Group's stakeholders. Our stakeholders include shareholders, suppliers, customers, regulatory bodies and employees. The key to identify the material ESG issues is to assessing the stakeholder's needs with alignment to the Group's vision that are of significant importance to them. The material ESG issues were evaluated for its potential impact on the environment and society, its influence on the stakeholders and its impact on the Group's operations. All the material ESG issues and relevant KPIs are reported in the ESG Report according to recommendations of the ESG Reporting Guide.

The Group has evaluated the materiality and importance in ESG aspects through the following steps:



As a result of this process being carried out, those significance and material ESG issues to the Group were identified and the outcomes are shown as follows:

Material Assessment Matrix



Environmental, Social and Governance Report

ENVIRONMENT

The Group operates in trading and retailing business with low energy consumption and insignificant pollution. The main impacts on the environments in the ordinary course of business of the Group are the consumption of plastic, paper, electricity, etc.

The Group is committed to comply with all applicable laws and regulations that we considered that have significant impact on the environment arising from our operation. We believe it is our responsibility to save energy with an optimum balance of cost, resource efficiency and environmental friendliness.

A1: Emissions

Due to the Group's business nature, the Group does not directly generate any hazardous emissions and waste in the course of its operations. However, there was minor non-hazardous waste, such as plastic and paper packing material of which scheduled waste collector would be arranged for disposal or recycle regularly.

During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations in relation to environmental emissions.

Air Pollutants Emission
Air pollutants emission control is essential to mitigate the impact on the environment and to protect the health of employees. No substantial air pollutants emissions were generated from any type of fuels in daily operation as the Group is not engaged in any industrial production.

Greenhouse Gas ("GHG") Emission
Purchased electricity is considered the most significant source of energy indirect GHG emissions (Scope 2) of the Group.

Below summarises the data of the GHG emission during the Reporting Period and in FY2021:

Scope 2	Energy consumption (kWh)	GHG emission (tonnes CO_2e)	Intensity per employee (tonnes CO_2e)
Purchased Electricity			
RP2022	1,074,479	776.10	2.03
FY2021	1,156,705	824.73	1.60

FY2021 – financial year ended 31 March 2022

The calculation of GHG emissions data is based on electricity bills issued by Tenaga Nasional Berhad and "How to prepare an ESG report-Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

As at 31 December 2022, the Group's total employee number in Malaysia was 382 (as at 31 March 2022: 514 employees). This data will also be used for calculating other intensity data in the ESG Report.

In an effort to reduce the Group's carbon footprint, the Group has adopted several initiatives to mitigate and control the usage by:

- turning off all electronic appliances when leaving their desk or office for long hours;
- switching off light and air-conditioner during lunch hour;
- promoting the culture of energy saving; and
- power usage statistic notification and awareness.

Due to the change in the Group's financial year end during the Reporting Period, the environmental data in RP2022 covers only nine months of data and is not comparable to FY2021, which covers twelve months of data. Therefore, the review of GHG reduction target set in FY2021 was not applicable. However, the Group will keep monitoring its usage and look for other renewable sources to reduce its GHG emissions level.

The Group will continue to set its GHG emissions reduction target of not less than 5% for the year ended 31 December 2023 ("**2023**") as a goal of achieving carbon neutrality by 2050.

Waste Management

Hazardous waste

The Group's main operational activities are not involved directly in the generation of hazardous waste. The hazardous waste that the Group considered most material was the ink cartridges that we used for printing. To comply with applicable laws and regulations, the Group engaged a licensed waste collector approved by the local authority for scheduled waste disposal.

The waste disposal amount and its intensity were as follows:

Hazardous waste generated	Unit	RP2022	FY2021
Ink cartridge	tones	0.092	0.075
Intensity	tonnes/employee	0.0002	0.0001

Non-hazardous waste

The generation of non-hazardous waste mainly came from office operation, such as paper and packing material. The Group has implemented measures for effective waste management and encourages recycling in our operations with the intention to minimise its impact on the environment.

The waste disposal amount and its intensity were as follows:

Non-hazardous waste generated	Unit	RP2022	FY2021
Non-hazardous waste generated	tonnes	10.32	9.55
Intensity	tonnes/employee	0.0270	0.0186

The following initiatives have been implemented for promoting and encouraging our employees to minimise the generation of waste:

- Use double-sided printing;
- Utilise electronic media for communication;
- Recycle one-sided printed paper; and
- Avoid single-use of disposable item.

With these initiatives, the awareness among the employees on waste management has been enhanced.

Due to the change in the Group's financial year end during the Reporting Period, the environmental data in RP2022 covers only nine months of data and is not comparable to FY2021, which covers twelve months of data. Therefore, the review of waste reduction target set in FY2021 was not applicable. However, the Group will continue to assess, record and monitor its waste generation and evaluate the effectiveness of the existing measures by setting a new target of maintaining the increase of current non-hazardous waste intensity to no more than 5% in 2023.

A2: Use of Resources

In the Group's daily operation, energy and water are the major sources of resource consumption. The management of the Group consistently aims to minimise the operation cost by optimising the usage of resources. Moreover, we promote the culture of reuse, reduce and recycle in our Group and set annual budget to control the usage of energy and water and other resources such as printing materials to ensure excessive use are avoided.

Energy Consumption

The Group recognises the importance of properly managing and regulating energy consumption so as to keep operational costs low and help to reduce the impact on the environment. An assessment of our operating procedures was initiated to identify energy saving opportunities in all our retail stores. Light switches and other equipment were labelled with zoning and operating schedules to facilitate our electricity consumption to be more precise and effective. Where available or applicable, we have also replaced our conventional lightings options to light-emitting diodes ("**LED**"). Furthermore, we formulate next year's energy saving targets and implementation plans according to the electricity consumption in the previous year which effectively reduce energy consumption and control operating costs. The administrative department shall record the data of electricity usage and compare the annual consumption over the corresponding period for energy consumption analysis.

The energy consumption and its intensity were as follows:

Year	Unit (kWh)	Intensity per employee (kWh)
RP2022	1,074,479	2,813
FY2021	1,156,705	2,250

Due to the change in the Group's financial year end during the Reporting Period, the environmental data in RP2022 covers only nine months of data and is not comparable to FY2021, which covers twelve months of data. Therefore, the review of energy reduction target set in FY2021 was not applicable. However, the Group will continue to assess, record and monitor its energy consumption and implement the above-mentioned energy conservation measures. The Group targets to maintain the increase of its current energy consumption intensity no more than 5% in 2023.

Water Consumption

Water is one of the most important natural resources for daily operation. The Group actively seeks ways to mitigate water consumption by raising employees' awareness on water saving, such as encouraging our staff to conserve water by placing reminder sticker or signboard around the washroom and pantry, reminding staff to turn faucet off tightly and conducting regular inspection and maintenance of water facilities. The Group's consumption of water across all our outlets, warehouse and headquarters are relatively low. Also, there were no major issues with the water supply as the water sources are directly supplied from the relevant government agency.

The water consumption and its intensity were as follows:

Year	Unit (m^3)	Intensity per employee (m^3)
RP2022	6,809	17.8
FY2021	7,739	15.1

Due to the change in the Group's financial year end during the Reporting Period, the environmental data in RP2022 covers only nine months of data and is not comparable to FY2021, which covers twelve months of data. Therefore, the review of water reduction target set in FY2021 was not applicable. However, the Group will continue to assess, record and monitor its water consumption and implement the above-mentioned water conservation measures.

The Group sets the target to maintain the increase of the current water consumption intensity to no more than 5% for 2023.

Packaging Material

The Group does not consume significant amount of packaging materials in our operations as the Group does not have business activities concerning industrial production or any manufacturing facilities. The packaging material generally used for packing finished goods are paper bags, paper boxes and bubble wrappers. The usage for the Reporting Period was about 6.6 tonnes, an average of 0.05kg per RM1,000 revenue generated by the Group.

The Group will monitor the usage in term of sales volume and schedule delivery with multiple orders to optimise the usage of minimum packing size hence reduce the overall packing and distribution cost.

Packaging material used	Unit	RP2022	FY2021
Packaging material used	kg	6,615	6,420
Intensity	kg/RM1,000 Revenue	0.054	0.062

The Group's revenue in Malaysia was approximately RM123,252,000 for RP2022 (FY2021: RM104,381,000).

The Group had assigned a specific department to collect and maintain the data of consumption of the above resources on monthly basis and monthly analysis report will be generated for evaluation. In the event any significant fluctuations are found, investigation will be initiated and remedial action will be taken up.

A3: Environment and Natural Resources

Due to the nature of our office-based operation, our activities have minimal impacts on the environment and the natural resources. In addition, the Group complies with relevant environmental laws and regulations to properly preserve the natural environment by implementing several resources saving initiatives to further reduce the environmental impacts. The initiatives include the followings:

- reusable office supplies and cutleries;
- recycling bins for paper, metal, and plastic waste;
- double-sided printing on papers for internal documents; and
- promote softcopy reading.

We regularly monitor and report the resources usage to reduce their consumption, and thereby our carbon footprint. The Group will continue to implement environment-friendly practices and initiatives in order to enhance environmental sustainability.

A4: Climate Change

The effects of global climate change from GHG emissions are diverse and has created the serious long-term environmental issues currently the world is facing.

Malaysia has a long history of devastating flood events that happen every year, causing by extreme weather conditions, worsened by man-made environmental changes and poor hydraulic management.

The Group considers flash flood as one of the most significant problems arising from climate change that may interrupt the Group's operation and business activities. During the Reporting Period, it was reported that several outlets are forced to close temporarily due to flash flood. Fortunately, so far, no injuries of employee and no damages of property and assets were reported. In response to the risk, the Group will issue early warnings based on information provided by the local government to notify employees in a timely manner, and adopt special arrangements when necessary to protect the health and safety of employees. The Group has also insured for employees and related properties to protect corresponding interests and reduce potential financial losses. In addition, the Group regularly reviews and updates its business continuity plan to ensure that normal operations can be maintained and core business functions can be properly performed during any material event.

EMPLOYMENT AND LABOUR PRACTICES

B1: Employment

The Group considers that the employees of the Group are invaluable assets and one of the key factors to its continued success. The Group has always used its best endeavours to attract and retain the best talents and its approach is to enhance its employees' potential and contribution to the Group through providing training, competitive compensation and opportunities to become business partners of the Group's retail stores, and to promote employee health, satisfaction and general well-being.

The Staff Handbook covers the Group's standard in respect of compensation and dismissal, recruitment and promotion, working hours, diversity, anti-discrimination, rest periods and other benefits and welfare.

During the Reporting Period, the Group was not aware of any material non-compliance with the Employment Act and other labour related laws and regulations relating to employee compensation and dismissal, recruitment and promotion, working hours, rest periods, and other benefits and welfare which are stated in the Letter of Employment signed and agreed by the employees.

As at 31 December 2022, the Group had 382 full-time employees (as at 31 March 2022: 514) and no part-time employee (as at 31 March 2022: Nil) in Malaysia. Below is the employee breakdown by gender and age group:

		RP2022	FY2021
By Gender	Male	49.7%	46.1%
	Female	50.3%	53.9%
By Age Group	Age 30 or below	53.4%	59.5%
	Age 31 – 50	45.0%	38.9%
	Age 51 or above	1.6%	1.6%

Employee Turnover Rate

The turnover of staff is relatively higher in retail stores compared to the headquarters, given the different nature of job title and responsibilities. The Group offers attractive remuneration packages to attract potential candidates and retain existing staff by increasing their job satisfaction through internal motivation and training programs.

During the Reporting Period, the Group has improved its turnover rate and recorded a turnover rate of approximately 11.4% (FY2021: approximately 22.4%).

The total employee turnover rate by gender, age group and geographical region are summarised as follows:

Turnover Rate		RP2022	FY2021
By Gender	Male	5.1%	7.5%
	Female	6.3%	14.9%
By Age Group	Age 30 or below	8.5%	15.5%
	Age 31 – 50	2.7%	6.5%
	Age 51 or above	0.2%	0.4%
By Geographical Region	Malaysia	11.4%	22.4%
Overall		11.4%	22.4%

Overall turnover rate = total resigned staff during the period/year over the average of the number of employees as at the beginning and the end of the period/year X 100%

Turnover rate by category = total resigned staff by category during the period/year over the average of the number of employees as at the beginning and the end of the period/year x 100%

General Employment Policies

The Group has its Human Resources Management Policy outlining the employee recruitment processes and procedure for manpower requisition. The policy upholds the value of equal opportunities, diversity and anti-discrimination in the process of hiring.

Remuneration is an important tool to attract, retain and motivate talents in achieving key goals of the Group. We provide competitive remuneration for our employees according to their performance, experience and relevant skill set in recognition of their invaluable contribution to the Group.

The Group strives to create a competitive welfare system for employees. Employees can enjoy healthcare welfare, staff discount, festival welfare and other allowances. We advocate our employees to maintain a work-life balance, hence, we have organised a range of leisure activities for our employees, for example, festival gathering and annual dinner, to promote a healthy working style and strengthen employees' sense of belonging.

We are an equal opportunities employer who endeavours to create a diverse and inclusive workplace where all our employees are treated with dignity and respect. The principle of equal opportunities is applied in all employment policies, in particular to recruitment, training, career development and promotion of employees. The Group promotes fair competition and prohibits discrimination or harassment against any employee on their gender, age, marital status, religion, race, nationality, disability or any status protected by law. Employees are hired, appointed, promoted and remunerated on a fair scale and in accordance to objective measures such as their qualifications, experiences, hardships, competencies and contributions.

The Group offers fair promotion opportunities which serve as a motivation for employees to continue learning and improving work performance. We conduct performance appraisal regularly on employees' working ability, behaviour and development potential to rank and adjust job positions. We are devoted to helping our employees to demonstrate their capabilities in line with their own career ambitions and the business objectives of the Group. Furthermore, in rewards for their contribution, several incentive schemes are in place to promote and encourage employees to achieve goals of the business hence increasing their job satisfaction.

B2: Health and Safety

The Group promotes occupational health and safety measures to ensure that it is in compliance with the applicable laws and regulations in Malaysia, through establishing and implementing workplace safety guidelines for its employees. When accidents do occur, it is the Group's policy to report to the relevant department and handled accordingly.

The Group continues to raise health and safety standards and awareness in the workplace so as to achieve zero or minimal reportable serious work-related injuries cases. We are committed to providing a safe working environment for its employees and have well-established policies to safeguard their health and safety.

Safe Working Environment Policy

The Group has its own set of Health and Safety Policy in place to provide a safe working environment for all employees. The Group has purchased adequate insurances for all employees to protect them in the event of any work-related accidents or injuries as well as general medical insurance. The policy and health and safety related measures are reviewed by the management annually to evaluate the adequacy and sufficiency of the coverage.

The Group was not aware of any non-compliance with relevant laws and regulations that had significant impact on the Group in providing a safe and healthy work environment and protecting employees from occupational hazards during the Reporting Period. With the measures implemented, no work-related injuries and fatalities were recorded during the past three years, including the Reporting Period and no lost day due to these injuries were recorded during the Reporting Period.

Measures Implemented in relation to the COVID-19 Pandemic

As the outbreak is expected to remain uncertain in foreseeable future, the Group will continue to closely monitor and implement the measures or Standard Operating Procedures (the "**SOP**") imposed by the Malaysian government, relevant authorities and local councils, and adopted the following measures:

- all employees must wear face mask at all times, and regularly sanitise their hands.;
- disinfection of workplace is required for office and retail stores every day;
- employees who developed any respiratory infection symptoms are required to seek medical treatment, abstain from attending their workplace and inform their supervisors; and
- employees will be reminded of the importance of maintaining good personal health and hygiene.

All employees are always be reminded to strictly follow the above measures to avoid the risk of exposure to COVID-19.

B3: Development and Training

The Group aims at fostering a learning environment and ensuring all employees are provided with growth opportunities. We continue to promote a learning and sharing culture by providing outstanding and all-round trainings in various channels, including face-to-face training, department sharing, internal and external training to ensure employees at all levels are well-equipped to excel in work and in life.

In order to better respond to employees' needs, the Group always seeks improvements on the effectiveness of trainings by conducting assessment. These can help the Group to continuously improve the training programs offered at all levels so as to enhance the personal performance of employees.

During the Reporting Period, a total number of 536 employees were trained, total percentage of employee trained is 100%, with an average of 112 training hours per employee. The following charts highlighted the percentage of employee being trained and the average training hours completed, by employee category and gender.

Percentage of employee trained	RP2022	FY2021
By Gender		
Male	100%	100%
Female	100%	100%
By Employee Category		
Senior Management	100%	100%
Middle Management	100%	100%
Non-executive	100%	100%

Average training completed	RP2022	FY2021
By Gender		
Male	104 hours	115 hours
Female	119 hours	125 hours
By Employee Category		
Senior Management	55 hours	45 hours
Middle Management	145 hours	165 hours
Non-executive	115 hours	135 hours

Total number of employees trained includes employee who left the Group during the period/year

Percentage of employee trained = total number of employees (by category) trained during the period/year over the total number of employees (by category) during the period/year (includes employee who left the Group during the period/year) X 100%

Average training completed = total number of hours trained (by category) over the total number of trained employees (by category) during the period/year (includes employee who left the Group during the period/year)

Apart from conducting the in-person trainings, we also were engaging the virtual training which are more convenient, effortless and it allows more staff participation without concerning about the time, date and venue of the training being conducted. In addition, the Group are granted the access to several supplier's E-Learning platforms for product development and training.

Performance Management System (the "PMS")

During FY2021, the Group has initiated the PMS with the aim to enhance the staff development and to promote the fairness and transparency within the Group. With the introduction of the PMS, our staff are clear and understood about their roles and responsibility in achieving their individual's KPI towards the goals of the Group as a whole. This exercise will continue to be adopted for staff evaluation, improvement and development.

B4: Labour Standards

The Group attaches great importance to, and strictly abides by all applicable labour laws and regulations on employment in Malaysia including those mentioned in section "B1: Employment" of this ESG Report. During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations related to recruitment of child labour or forced labour practices.

Child and Forced Labour

The Group is firmly against the hiring of any child labour and forced labour and strictly adhered to the local Labour Laws and Employment Act on staff recruitment. Our policy clearly stated the minimum age of recruitment according to the Employment Act in Malaysia and all the job applicants will be gone through a verification process for their personal information. If there is any suspected infringement regarding child labour, the Group will conduct an investigation and terminate the employment of relevant person where necessary. The Group strongly promote the culture of self-actualisation whereby the work to be performed shall be voluntarily and shall not be involving any forced act. If there is any suspected infringement regarding forced labour, the Group might conduct investigation and take disciplinary actions against any staff members who are responsible for the cause of the incident.

Labour Practice

For maintaining a good practice of labour standard, the Group has its self-developed Employee Handbook to ensure that the rights of each employee are being treated equally and fairly. The Group will review this handbook annually to ensure that it's aligned and complied with the applicable law and regulation.

We maintain an open, fair and equal environment for all our employees. Employment policies in respect of salary, compensation, working hours, overtime, performance evaluation, recruitment, reimbursement and statutory holidays are listed in the Employee Handbook. Equal opportunity and anti-discrimination policies are implemented to ensure no one is discriminated against due to gender, age, disability or ethnicity, etc. In addition, we have a Whistle Blowing Policy for anyone including the employees to voice any grievances, file a complaint against the Group or to report on unethical and illegal behaviour. This will be described in detail in section "B7: Anti-corruption".

OPERATING PRACTICES

B5: Supply Chain Management

The Group understands the importance of maintaining good relationship with its suppliers to meet its immediate and long-term business goals. We have established our own Procurement Policy by outlining the processes and procedures in term of selection of suppliers, product planning, ordering, receiving and payment. The executive Directors are fully responsible for the overall supervision and administration of the policy while the Head of Merchandising shall ensure that the policy is being complied with.

Besides the products that we directly purchased from overseas, most of our imported products were purchased through local agents in Malaysia.

The number of trade suppliers by country/territory where our products were originated or purchased from are summarised as follows. All such suppliers are subject to the practices relating to engaging suppliers.

Country/Territory	RP2022	FY2021
Malaysia	56	52
Mainland China	7	9
Hong Kong	1	2
Japan	0	1
Singapore	1	0
South Korea	1	0
Taiwan	0	1

Internal Approved List of Suppliers

All suppliers being selected are required to meet the Group's internal selection criteria before being eligible to be placed on the internal approved list. All approved suppliers had been verified through our procurement process on selection to ensure the source of products that we purchased are from the brand owner or authorised suppliers and meet the approved quality standard as declared. The approved list will be reviewed at least once in a year as stated in our policy to promote good practices. Moreover, we integrate sustainability into the supply chain by purchasing products from reputable enterprises that upholds high corporate standards.

With the principles of fairness and impartiality, the Group makes comprehensive appraisals on suppliers based on factors such as suppliers' quality of the goods and services, efficiency, qualifications and experience to determine the internal approved list. To ensure the product quality of the Group, disqualified suppliers will be removed from the internal approved list.

In the process of selecting and evaluating suppliers, we have incorporated environmental and social performance as evaluation criteria to identify environmental and social risks in the supply chain. In addition, the Group also gives priority to suppliers who provide environmental friendly products and services to minimize potential environmental and social risks in the supply chain. Relevant policies and procedures regarding supplier engagement and selection will be reviewed regularly by the Group to ensure their effectiveness.

B6: Product Responsibility

With an aim to maintain good quality of product and service, the Group ensures all qualified optometrists and opticians are well trained to serve our customers in a professional manner. In addition, the Group constantly seeks to improve the services rendered to customers by upgrading existing equipment and machineries with the latest innovative technology.

During the Reporting Period, there were no material complaints or claims nor any investigation concerning our products by any government authorities, and that the Group was not aware of any non-compliance with the relevant laws and regulations regarding product responsibility.

Product Responsibility	Company's duties and responsibilities
Health & safety on product quality	We ensure our products are genuine and the quality is meeting the required standard. Certain optical products are assured with product warranty in the event any damages or defectives were found. The Group's policy is to only source its International Brands optical products from the brand owners or its authorised agents or suppliers.
Advertising	We have a passionate marketing team assigned especially in dealing with the Group's promotion and advertising.
Labelling	All our products are labelled with barcode scanning feature for product identification and traceability.
Data Privacy	The Group has its own Privacy Data Policy to safeguard customers' privacy. We are committed to protecting the privacy of the personal data we hold by outlining our practices on how the data is maintained and being used in the policy. All confidential data relating to the Group's business and customers' information are securely protected and are solely used for internal purposes. Any leakage of confidential information to third parties is strictly prohibited. Relevant policies and procedures will be reviewed regularly by the Group to ensure their effectiveness.
Intellectual Property	The Group has registered its own trademarks with the Intellectual Property Corporation of Malaysia to protect its right of usage to avoid any infringement by others. For the optical products under the Group's own Brands and the manufacturers' brands, it has been the Group's policy to review the designs of the optical products against those sourced from the International Brands to ensure that there is no infringement on their intellectual property rights and the Group may also request the relevant supplier to warrant that the optical products supplied do not infringe upon the intellectual property rights of others.

Quality Control

The Group follows stringent quality control procedures on the products sold by the Group. After the products have been delivered to the central warehouses of the Group or the retail stores, employees from the merchandising department or the retail stores will conduct visual inspections to ensure that none of the products are damaged and that the quantity and product type matches the purchase order details. Where the products are found to be damaged or the quantity and the product type do not match the purchase order details, the Group will immediately inform the relevant supplier and arrange for return or replacement.

During the Reporting Period, there was no case of product recall being reported due to safety and health reasons. In case any defective products are found that needs to be recalled from customer, the Group will evaluate the affected batches and contact the relevant customer for return or replacement.

Customer Feedback

We appreciate the positive customer reviews and comments but at the same time we are more concerned with negative feedback and complaints from our customers, which might affect the Group's overall reputation. Complaints received against the frontline retail store employees will generally be dealt with by the relevant branch manager or assistant branch manager and may be reported to the marketing department of the Group for further review. Customers may also make complaints through other channels, such as emails and social platform of the Group which will be reviewed by the marketing manager. Where certain complaints are prevalent, the Group may devise additional training and guidelines for front-line employees so as to prevent recurrences.

All personal information relating to the customer's feedback will be kept strictly confidential according to our Privacy Policy.

B7: Anti-Corruption

The Group has zero tolerance on corruption or bribery. All employees or persons representing the Group are prohibited from offering or accepting any bribes in any form, extortion, fraud, and money laundering during the course of business. The Group is committed to achieving the highest possible standards of openness and integrity through adopting good corporate governance systems and effective anti-corruption measures which involve all levels of employees.

The Group provides anti-corruption training or reading materials to employees and Directors at least annually. During the Reporting Period, relevant materials have been provided to Directors and employees by the Group for their self-study. For newly joined employees, the training will be conducted as part of their orientation.

During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering. During the Reporting Period, there were no concluded and pending legal cases regarding bribery, extortion, fraud and money laundering brought against the Group and its employees.

Whistleblowing Policy

The Group facilitates whistleblowing by establishing a communication channel for employees to raise concerns over misconduct, malpractices or irregularities in any matters related to the Group. Any staff member who becomes aware of any suspected misconduct is encouraged to report the same to the Chairman of the Audit Committee via a written report. The Group will take immediate action to investigate the issue. The Group will make every effort to keep the complainant's identity confidential. Any cases or matters suggested to be related to criminal offence, corruption or bribery are subject to disciplinary actions including termination of employment and are reported to the relevant authority.

During the Reporting Period, there was no report of any corruption or bribery cases received by the Group. Relevant policies and procedures regarding anti-corruption and whistleblowing will be reviewed regularly by the Group to ensure their effectiveness.

COMMUNITY

B8: Community Investment

The Group strongly believes in giving back to the communities where we do business. It is our belief that corporate responsibility is a virtuous cycle, where our support helps to build and grow sustainable environments in which everyone prospers. We envision a world where all can enjoy a good life, living in harmony with nature. We are constantly looking into areas that will benefit the community as a whole in terms of employment opportunity, environmental awareness and social responsibility. In the future, the Group will continue to focus on community care and staff development, with the aim to improve the society through community involvement.

Employment Opportunity

As at 31 December 2022, the Group's total number of staff in Malaysia reduced from 514 in FY2021 to 382 after deducting the number of employees arising from the disposal of subsidiaries at the end of the Reporting Period. The reduction representing a drop of approximately 25.7% compared to the rise of approximately 2.8% in FY2021.

During the Reporting Period, there were two candidates who accepted our offer to join the internship program. In the future, the Group aims to open more offer of internship programs in different fields for students to gain valuable practical experience and industry knowledge to enhance their competitiveness and marketability in their future career path.

Environmental Awareness

We advocate "go-green" slogan by promoting the culture of recycle, reuse and reduce to protect our environment from harm and further deterioration while taking effort to restore our environment back to its nature state. In order to build and maintain a healthy working environment, we have started to plant more trees and flower surrounding our offices.

Social Responsibility

The Group is constantly looking for opportunities to assist and support the community by participating and supporting them with various kind of activities being held for the benefit of the public. Even through the Group was not involved directly in the events or activities but we sincerely supported them by way of sponsorship.

The sponsorships which the Group made during the Reporting Period are as follows:

- Sponsorship of T-shirt worth about RM2,760 (approximately RMB4,333) for special Olympics Selangor State Games;

- Sponsorship of RM2,000 (approximately RMB3,140) for 4th MSU Optometry Vision Science Exhibition and Seminar (Move 2022);

- Sponsorship of RM4,000 (approximately RMB6,280) for SEGI X SOOSA Sport Event (SSSE) held on 27 and 28 August 2022; and

- Sponsorship of RM1,000 (approximately RMB1,570) for Batch 24 Orientation Day 2022, SEGI University Kota Damansara.

SUBJECT AREAS, ASPECTS, GENERAL DISCLOSURES AND KPIS

A. Environmental

Aspects	General Disclosure/KPIs	Index/reference
Aspect A1: Emissions	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. Note: Air emissions include NOx, SOx, and other pollutants regulated under national laws and regulations. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations.	Emission P.46 – 48
KPI A1.1	The types of emissions and respective emissions data.	
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	

Aspects	General Disclosure/KPIs	Index/reference
Aspect A2: Use of Resources	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.	Use of Resources P.49 – 50
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in ’000s) and intensity (e.g. per unit of production volume, per facility).	
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) and steps taken to achieve them.	
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	
Aspect A3: The Environment and Natural Resources	General Disclosure Policies on minimising the issuer’s significant impacts on the environment and natural resources.	Environment and Natural Resources P.51
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	
Aspect A4: Climate Change	General Disclosure Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change P.51
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	

B. Social

Employment and Labour Practices

Aspects	General Disclosure/KPIs	Index/reference
Aspect B1: Employment	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment P.52 – 54
KPI B1.1	Total workforce by gender, employment type (for example full– or part-time), age group and geographical region.	
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	
Aspect B2: Health and Safety	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety P.54
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	
KPI B2.2	Lost days due to work injury.	
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	

Aspects	General Disclosure/KPIs	Index/reference
Aspect B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. Note: Training refers to vocational training. It may include internal and external courses paid by the employer.	Development and Training P.55-56
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	
KPI B3.2	The average training hours completed per employee by gender and employee category.	
Aspect B4: Labour Standards	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards P.56-57
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	

Operating Practices

Aspects	General Disclosure/KPIs	Index/reference
Aspect B5: Supply Chain Management	General Disclosure Policies on managing environmental and social risks of the supply chain.	Supply Chain Management P.57 – 58
KPI B5.1	Number of suppliers by geographical region.	
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	
KPI B5.3	Description of practices used to identify environmentally and social risks along with the supply chain, and how they are implemented and monitored.	
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	
Aspect B6: Product Responsibility	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility P.58 – 60
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	
KPI B6.2	Number of products and service-related complaints received and how they are dealt with.	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	
KPI B6.4	Description of quality assurance process and recall procedures.	
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	

Aspects	General Disclosure/KPIs	Index/reference
Aspect B7: Anti-corruption	General Disclosure Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-Corruption P.60 – 61
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	
KPI B7.3	Description of anti-corruption training provided to directors and staff.	

Community

Aspects	General Disclosure/KPIs	Index/reference
Aspect B8: Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment P.61 – 62
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	

Report of the Directors

The Directors are pleased to present to the shareholders of the Company (the "**Shareholders**") their report together with the audited consolidated financial statements of the Group for the nine months ended 31 December 2022 (the "**Reporting Period**").

PRINCIPAL ACTIVITIES

The Company is an investment holding company, and the principal activities of its principal subsidiaries are set out in note 14 to the consolidated financial statements. An analysis of the Group's revenue and results by principal operating segments is set out in note 4 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Period and the financial positions of the Company and the Group as at 31 December 2022 are set out in the consolidated income statement on pages 90 to 193 of this annual report.

The Directors do not recommend the payment of final dividend for the Reporting Period.

BUSINESS REVIEW

A fair review of the business of the Group during the Reporting Period and a discussion on the Group's future business development are set out in the section headed "Chairman's Statement" on page 4 and "Management Discussion and Analysis" on pages 5 to 15 of this annual report.

The above discussions form part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTY

In addition to the relevant discussion set out in the section headed "Management Discussion and Analysis" on page 12 of this annual report, the principal risks and uncertainty also include the following:

Risk associated with financial instruments of the Group

The financial risk management objectives and policies of the Group are set out in note 40 to the consolidated financial statements.

Key sources of estimation uncertainty

Details of the key sources of estimation uncertainty as at 31 December 2022 are set out in note 2 to the consolidated financial statements.

Report of the Directors

ANALYSIS USING FINANCIAL KEY PERFORMANCE INDICATORS

The analysis of the Group's performance for the Reporting Period with key financial performance indicators is set out under the paragraphs headed "Financial Review" and "Liquidity, Financial Resources and Capital Structure" in the section headed "Management Discussion and Analysis" of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Reporting Period, there was no material breach of or non-compliance with the applicable of relevant laws and regulations by the Group.

RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND EMPLOYEES

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. The Group offers comprehensive compensation to its employees and provide on-the-job training to the employees. The employees' compensation is based on their qualification, position, seniority and performance. During the Reporting Period, there was no material and significant dispute between the Group and its employees, customers and suppliers.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to long term sustainability of the environment and communities in which it operates. Acting in an environmental responsible manner, the Group endeavors to comply with the laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction.

RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in note 32 to the consolidated financial statements and in the consolidated statement of changes in equity on page 94 of this annual report, respectively.

DONATIONS

Charitable and other donations made by the Group during the Reporting Period amounted to approximately RMB15,000.

MATERIAL INVESTMENT AND ACQUISITION

The Group had no significant investment and acquisition activities during the Reporting Period.

INTEREST-BEARING BORROWING

Details of the interest-bearing borrowing of the Group as at 31 December 2022 are set out in note 26 to the consolidated financial statements.

PLANT AND EQUIPMENT

Movements in plant and equipment during the Reporting Period and details of the Group's plant and equipment are set out in note 17 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the Reporting Period in the share capital of the Company are set out in note 30 to the consolidated financial statements.

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report relating to the "Share Option Scheme", no equity-linked agreements were entered into during the Reporting Period or subsisted at the end of the Reporting Period.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Company has an appropriate insurance cover in respect of potential legal actions against its Directors and officers during the Reporting Period and remained in force as of the date of this annual report. The insurance coverage will be reviewed on a regular basis.

Report of the Directors

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report were:

Executive Directors

Dato' Ng Kwang Hua *(Chairman)*
Datin Low Lay Choo[1]
Ms. Tang Tsz Yuet[2]
Mr. Zhou Yue[2]
Mr. Deng Zhihua[3]

Independent Non-Executive Directors

Mr. Yau Tung Shing[4]
Mr. Chu Hoi Kan[5]
Mr. Ng Chee Hoong[6]
Mr. Ng Kuan Hua[7]
Ms. Jiao Jie
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah

Notes:

1: resigned on 23 June 2022

2: appointed on 23 June 2022

3: appointed on 28 October 2022

4: appointed on 16 August 2022

5: appointed on 26 September 2022

6: resigned on 16 August 2022

7: resigned on 21 September 2022

In accordance with Article 84(1) and 84(2) of the articles of association of the Company (the "**Articles of Association**"), each of Ms. Jiao Jie, Dato' Ng Kwang Hua and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah shall retire by rotation at the forthcoming annual general meeting of the Company (the "**AGM**"). Both Dato' Ng Kwang Hua and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah wish to retire and not to offer themselves for re-election at the AGM. Ms. Jiao Jie being eligible, has offered herself for re-election at the AGM.

In accordance with Article 83(3) of the Articles of Association, each of Mr. Deng Zhihua and Mr. Chu Hoi Kan shall hold office until forthcoming AGM and being eligible, has offered himself for re-election at the AGM.

None of the Directors offering themselves for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of each Director and the chief executives of the Company (the "**CEO**") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 Model Code were as follows:

The Company:

Name	Capacity/Nature of interest	Number of shares(1)	Approximate percentage of interest in the Company(2)
Dato' Ng Kwang Hua ("**Dato' Frankie Ng**") *(Note 3)*	Interest in a controlled corporation and interest of spouse	177,500,000 (L)	29.63%
Datin Low Lay Choo ("**Datin Bernice Low**") *(Note 4)*	Interest in a controlled corporation and interest of spouse	177,500,000 (L)	29.63%

Notes:

(1) "L" denotes long position in the shares of the Company.

(2) The calculation is based on the total number of 598,992,805 shares of the Company in issue as at 31 December 2022.

(3) The Company is held as to 28.17% by Alliance Vision Limited ("**Alliance Vision**"), a company incorporated in the British Virgin Islands ("**BVI**") on 8 May 2019 and is wholly owned by Dato' Frankie Ng. Dato' Frankie Ng is the spouse of Datin Bernice Low and thus he is deemed to be interested in the shares in which Datin Bernice Low is interested for the purpose of the SFO.

(4) The Company is held as to 6.26% by Delightful Fortune Limited ("**Delightful Fortune**"), a company incorporated in the BVI on 8 May 2019 and is wholly owned by Datin Bernice Low. Datin Bernice Low is the spouse of Dato' Frankie Ng and thus she is deemed to be interested in the shares in which Dato' Frankie Ng is interested for the purpose of the SFO.

Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2022, none of the Directors or the chief executive of the Company had any interests and/or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Reporting Period, was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or other body corporate.

SHARE OPTION SCHEME

The Company has approved the share option scheme on 23 March 2020 (the "**Share Option Scheme**"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules. The Share Option Scheme is designed to motivate executives and key employees and other persons who make a contribution to the Group and enable the Group to attract and retain individuals with experience and ability and to reward them for their past contributions. The following is a summary of the principal terms of the Share Option Scheme:

(A) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide an incentive or a reward to eligible persons for their contribution to the Group.

(B) Participants of the Share Option Scheme

The participants of the Share Option Scheme shall be:

(1) any employee (whether full-time or part-time) of the Company, and any of the subsidiaries;

(2) any director (including executive and independent non-executive directors) of the Company and any of the subsidiaries; and

(3) any consultant, advisers of the Company and any of the subsidiaries.

(C) Total number of Shares available for issue under the Share Option Scheme

The maximum number of Shares issuable upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as from its adoption date (i.e. 23 March 2020) (excluding, for this purpose, Shares issuable upon exercise of options which have been granted but which have lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of all the Shares in issue as at the date of listing. The Board may renew this limit at any time to 10% of the Shares in issue as of the date of approval by the Shareholders in general meeting.

As at 31 December 2022, there were 2,160,000 options available for grant under the Share Option Scheme, representing 0.36% of the issued share capital of the Company as at 31 December 2022.

During the period from 23 March 2020, being the date of adoption of the Share Option Scheme last refreshed, and up to 31 December 2022, 47,840,000 options have been granted under the Share Option Scheme (details are set out in the Company's announcement dated 30 September 2022), and all of which have exercised during February 2022.

(D) Maximum entitlement of each participant under the Share Option Scheme

The maximum entitlement of each participant under the Share Option Scheme in any 12-month period up to and including the date of grant of the options must not exceed 1% of the total number of Shares in issue.

Each grant of share options to a Director, chief executive or substantial shareholder of the Company or any of their respective associates, is subject to approval in advance by the independent non-executive Directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive Director, or to any of their associates, resulting in the Shares issued and to be granted (including options exercised, cancelled and outstanding) to such person, in a 12-month period up to and including the date of such grant in excess of 0.1% of the Shares in issue and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK$5 million, is subject to Shareholders' approval in advance in a general meeting of the Company.

(E) The period within which the Shares must be taken up under an option

The period during which an option may be exercised is determined by the Board at its discretion, save that such period shall not be longer than 10 years from the date of grant.

(F) The minimum period for which an option must be held before it can be exercised

As determined by the Board upon the grant of an option.

(G) The amount payable an acceptance of an option and the period within which payments shall be made

A consideration of HK$1 is payable on acceptance of the offer of grant of an option where the grantee should accept or decline the offer of grant of an option within the date as specified in the offer letter issued by the Company, being a date within 28 days from the date of the offer.

(H) The basis of determining the exercise price

The exercise price of a share in respect of any particular option granted under the Share Option Scheme shall be a price determined by the Board in its absolute discretion and notified to an eligible person, and shall be at least the higher of: (1) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, (2) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five consecutive business days immediately preceding the date of grant, and (3) the nominal value of a share on the date of grant.

(I) The remaining life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years from 15 April 2020 until 14 April 2030.

Detail of share options are set out in note 31 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2022, according to the register kept by the Company under Section 336 of the SFO, the corporations or persons (other than a Director or CEO) had interests of 5% or more in the Shares or underlying Shares which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO were as follows:

Name	Capacity/Nature of interest	Number of shares[(1)]	Approximate percentage of interest in the Company[(2)]
Alliance Vision[(3, 5)]	Beneficial owner	140,000,000 (L)	23.37%
	Interest held jointly with another person	37,500,000 (L)	6.26%
Delightful Fortune[(4, 5)]	Beneficial owner	37,500,000 (L)	6.26%
	Interest held jointly with another person	140,000,000 (L)	23.37%

Notes:

(1) "L" denotes long position in the shares of the Company.

(2) The calculation is based on the total number of 598,992,805 shares of the Company in issue as at 31 December 2022.

(3) Please refer to note (3) under the heading of "Directors and Chief Executive' Interests and Short Positions in Shares, Underlying Shares and Debentures".

(4) Please refer to note (4) under the heading of "Directors and Chief Executive' Interests and Short Positions in Shares, Underlying Shares and Debentures".

(5) On 20 September 2019, Alliance Vision, Delightful Fortune and Sky Pleasure Limited executed the deed of confirmation pursuant to which they confirmed that they had been acting in concert with one another in respect of all relevant activities concerning Metro Eyewear Holdings Sdn. Bhd. and its subsidiaries since 17 May 2001 through Metro Eyewear Holdings Sdn. Bhd., and further confirmed that they would maintain the arrangements. Therefore, under the Code on Takeovers and Mergers and Share Buy-backs, Alliance Vision and Delightful Fortune are regarded as acting in concert to exercise their voting rights in the Company.

Save as disclosed above, as of the date of this annual report, no other person (other than a Director or CEO) had registered an interest or short position in the Shares, underlying Shares and debentures of the Company which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 38 to the consolidated financial statements and in the paragraph headed "Continuing Connected Transactions", there is no contract of significance to which the Company, its holding company, subsidiaries or fellow subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Period or at any time during the Reporting Period.

CONTRACTS OF SIGNIFICANT WITH CONTROLLING SHAREHOLDERS

Save as disclosed under the section headed "Related Party Transactions" stated in note 38 to the consolidated financial statements and in the paragraph headed "Continuing Connected Transactions", there was no contract of significance entered into between the Company, or any of its subsidiaries, and controlling Shareholders of the Company, or any of its subsidiaries, during the Reporting Period.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

RELATED PARTY TRANSACTIONS

Save as disclosed in the paragraph headed "Continuing Connected Transactions", the significant related party transactions that did not constitute connected transactions under the Listing Rules made during the Reporting Period were disclosed in note 38 to the consolidated financial statements.

COMPETING INTEREST

During the Reporting Period and up to the date of this annual report, none of the Directors or their respective associates (as defined in the Listing Rules) had an interest in a business, which competes or may compete with the business of the Group.

REMUNERATION POLICY

During the Reporting Period, the remuneration policy of the Group to reward its employees and executives is based on their performance, qualifications, competence displayed and market comparable. Remuneration package typically comprise salary, contribution to pension schemes and discretionary bonus related to the profit of the relevant company.

The remuneration policy of the Group is set up by the Remuneration Committee on the basis of market trends and the individuals' merit, qualifications and competence upon and after Listing.

The Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics, made recommendations to the Board for all remuneration of the executive Directors and senior management of the Company.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme are set out in the heading under "Share Option Scheme".

EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors, chief executive and the five highest paid individuals of the Group are set out in notes 9 and 10 to the consolidated financial statements.

RETIREMENT SCHEME

The Group enrolls all of its eligible employees in the employees provident fund and makes the relevant contributions in Malaysia.

As required by the relevant laws and regulations in Malaysia, the amount of contribution is calculated based on the monthly salary of an employee. For employees aged up to 60 years old and receives monthly salary of RM5,000 and below, the portion of employee's contribution is 11% of their monthly salary while the employer contributes 13%. For employees aged up to 60 years old and receives monthly salary exceeding RM5,000, the employee's contribution of 11% remains, while the employer's contribution is 12%. For employees aged above 60 and receives monthly salary of RM5,000 and below, the portion of employee's contribution is 5.5% of their monthly salary while the employer contributes 6.5%. For employees aged above 60 and receives monthly salary exceeding RM5,000, the employee's contribution of 5.5% remains, while the employer's contribution is 6%.

There was no forfeited contribution available to reduce the contribution payable under the defined contribution retirement scheme.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

During the Reporting Period and up to the date of this report, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association although there is no restriction against such rights under the laws in the Cayman Islands.

CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, the Group conducted the following continuing connected transactions:

As disclosed in the prospectus of the Company dated 28 March 2020 (the "**Prospectus**"), the following transactions of the Group constituted continuing connected transactions for the Company. For further details of the continuing connected transactions, please refer to the section headed "Connected Transactions" on pages 167 to 170 of the Prospectus.

The Tenancy agreements with Dato' Frankie Ng and Dato' Henry Ng

On 15 November 2017, Metro Eyewear Holdings Sdn. Bhd. ("**Metro Eyewear Holdings**" and as lessee) and Dato' Frankie Ng and Dato' Henry Ng (as lessors) entered into a tenancy agreement (the "**Tenancy Agreement 1A**") in respect of the leasing of the premises located at No. 1-1 & 1-2, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia (the "**Premises A**") for a period commencing from 1 January 2018 to 31 March 2021, at a rent of RM3,000 per month. Tenancy Agreement 1A was terminated on 22 July 2019 and superseded by Tenancy Agreement 1B (as defined in the next paragraph).

On 22 July 2019, Metro Eyewear Holdings, Dato' Frankie Ng and Dato' Henry Ng renewed the Tenancy Agreement 1A (the "**Tenancy Agreement 1B**") in respect of the leasing of the Premises A commencing from 1 April 2019 and expiring on 31 March 2021, at a rent of RM3,000 per month. Metro Eyewear Holdings currently uses Premises A as an office of the Group.

On 9 February 2021, Metro Eyewear Holdings, Dato' Frankie Ng and Dato' Henry Ng renewed the Tenancy Agreement 1A (the "**Tenancy Agreement 1C**") in respect of the leasing of the Premise A commencing from 1 April 2021 and expiring on 31 March 2023, at a rent of RM6,000 per month. Metro Eyewear Holdings currently uses Premises A as an office of the Group.

Dato' Frankie Ng and Dato' Henry Ng (who resigned on 25 March 2022) are the Directors, and therefore each of them is a connected person of the Company. As such, the transaction contemplated under the Tenancy Agreement 1C constitute a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

During the Reporting Period, the amount of transaction conducted under the Tenancy Agreement 1C was RM54,000.

The tenancy agreements with Ng Mui Quee ("Ms. Ng")

On 13 November 2018, Metro Eyewear Holdings (as lessee) and Ms. Ng (as lessor) entered into a tenancy agreement (the "**Tenancy Agreement II**") in respect of the leasing of the premises located at No. 3-G (Ground Floor), 3-1 (1st Floor) & 3-2 (2nd Floor), Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia (the "**Premises B**") for a period from commencing 1 April 2019 and expiring on 31 March 2021 (with an option to renew for a further term of 2 years), at a rent of RM4,400 per month. Metro Eyewear Holdings currently uses the Premises B as an office of the Group.

On 15 February 2021, Metro Eyewear Holdings and Ms. Ng renewed the Tenancy Agreement II in respect of the leasing of the Premises B for a period from commencing 1 April 2021 and expiring on 31 March 2023, at a rent of RM4,400 per month. Metro Eyewear Holdings currently uses the Premises B as an office of the Group.

On 13 November 2018, M Optic Project & Event Sdn. Bhd. ("**M Optic Project & Event**" and as lessee) and Ms. Ng (as lessor) entered into a tenancy agreement (the "**Tenancy Agreement III**") in respect of the leasing of the premises located at No.29, Jalan Bidara 5, Taman Bidara Kajang, Sg Chua, 43000 Kajang Selangor, Malaysia (the "**Premises C**") for a period commencing from 1 April 2019 and expiring on 31 March 2021 (with an option to renew for a further term of 2 years), at a rent of RM500 per month. M Optic Project & Event currently uses the Premises C as a place of residence for its employee.

On 15 February 2021, M Optic Project & Event and Ms. Ng renewed the Tenancy Agreement III in respect of the leasing of the Premises C for a period commencing from 1 April 2021 and expiring on 31 March 2023, at a rent of RM500 per month. M Optic Project & Event currently uses the Premises C as a place of residence for its employee.

Ms. Ng is a sister of Dato' Frankie Ng and Dato' Henry Ng (who resigned on 25 March 2022), and therefore Ms. Ng is an associate of Dato' Frankie Ng and Dato' Henry Ng. As such, the transactions contemplated under the Tenancy Agreement II and Tenancy Agreement III constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

During the Reporting Period, the amount of transaction conducted under the Tenancy Agreement II and Tenancy Agreement III was RM44,100.

The license agreements with MOG Bangkok Company Limited ("MOG Bangkok") and MOG Holdings Company Limited ("MOG Holdings")

On 1 September 2019, MOG Bangkok (as licensee) and Dato' Frankie Ng and MOG Management Sdn. Bhd. (as licensors) entered into a license agreement (the "**License Agreement 1**"), in respect of the grant of license to use the trademark "OOPPA" (registered in Malaysia by Dato' Frankie Ng and assigned to MOG Management Sdn. Bhd.) in Thailand, for a management fee of a sum equivalent to five per cent of the monthly turnover for the particular retail outlet in the territory, payable by MOG Bangkok and commencing from 1 September 2019 for a period of thirty six months, which were expected to be RM72,000, RM119,000, RM174,000 and RM96,000, respectively, for each of the four financial years/period ended 31 March 2020, 31 March 2021, 31 March 2022 and 31 August 2022.

On 1 September 2019, MOG Holdings (as licensee) and Dato' Frankie Ng and MOG Management Sdn. Bhd. (as licensors) entered into a license agreement (the "**License Agreement II**"), together with License Agreement 1, the "**License Agreements**") in respect of the grant of license to use the trademark "OOPPA" in Thailand, for a management fee of a sum equivalent to five per cent of the monthly turnover for the particular retail outlet in the territory, payable by MOG Holdings and commencing from 1 September 2019 for a period of thirty six months, which were expected to be RM12,000, RM27,000, RM44,000 and RM24,000, respectively, for each of the four financial years/period ended 31 March 2020, 31 March 2021, 31 March 2022 and 31 August 2022.

The actual revenue derived from the License Agreements for the each of the four financial years/period ended 31 March 2020, 31 March 2021, 31 March 2022 and 31 August 2022 were approximately RM49,000, Nil, Nil and Nil respectively. The impact of COVID-19 pandemic had seriously affected the business in Thailand, hence no revenue was generated for the financial years/period, ended 31 March 2021, 31 March 2022 and 31 August 2022 and no renewal of the agreement was made by MOG Management Sdn. Bhd. upon expiry on 31 August 2022.

For the reason of protecting the Group's trademark right in Thailand, the Group entered into the License Agreements with MOG Bangkok and MOG Holdings. During the term of the License Agreements, MOG Bangkok and MOG Holdings shall not (i) dispute or contest, directly or indirectly, the exclusive right of MOG Management Sdn. Bhd. and title to the trademark or the validity thereof or warranty with respect to the validity of any trademark be granted; and (ii) register, or apply for registration of, the trademark or any mark that is similar to the trademark under any class in Thailand or any other jurisdiction.

As MOG Bangkok and MOG Holdings are 30% controlled company held by Dato' Frankie Ng (49% for MOG Bangkok and 34% for MOG Holdings), both MOG Bangkok and MOG Holdings are associate of Dato' Frankie Ng. As such, the transactions contemplated under the License Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The above transactions constituted continuing connected transaction which is fully exempt from the relevant reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements for those related party transactions which constituted connected transactions in accordance with Chapter 14A of the Listing Rules.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

MAJOR CUSTOMERS AND SUPPLIERS

For the Reporting Period, revenue from the Group's five largest customers accounted for more than 47% of the Group's total revenue. For the Reporting Period, the aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 49% of the Group's purchases and the purchases attributable to the Group's largest supplier accounted for approximately 15% of the Group's purchases.

None of the Directors, their respective close associates nor any shareholder (who or which to the best knowledge of the Directors owns more than 5% of the issued share capital of the Company) has any interest in the top five customers and top five suppliers of the Group during the Reporting Period.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years/period is set out on page 194 of this annual report. This summary does not form part of the audited consolidated financial statements.

USE OF PROCEEDS FROM LISTING

Please refer to the paragraph headed "Use of proceed" under the section "Management Discussion and Analysis" on pages 14 and 15 of this annual report.

PUBLIC FLOAT

As at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

ANNUAL GENERAL MEETING

The AGM will be held on Tuesday, 23 May 2023 ("**2023 AGM**") and the notice of 2023 AGM will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the 2023 AGM, the register of members of our Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfer of shares of our Company will be registered.

In order to qualify for attending the 2023 AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 17 May 2023.

AUDITORS

The consolidated financial statements for the nine months ended 31 December 2022 were audited by Elite Partners CPA Limited, Certified Public Accountants. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Elite Partners CPA Limited, Certified Public Accountants as the auditor of the Company.

On behalf of the Board

Zhou Yue
Executive Director
Hong Kong, 30 March 2023

Independent Auditor's Report

elite partners
CERTIFIED PUBLIC ACCOUNTANTS

TO THE BOARD OF DIRECTORS OF
MOG HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of MOG Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 90 to 193, which comprise the consolidated statement of financial position at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the nine months ended 31 December 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group at 31 December 2022, and of its financial performance and cash flows for the nine months ended 31 December 2022 in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the Key Audit Matter
Impairment assessment of goodwill	
During the nine months ended 31 December 2022, the Group completed two business acquisitions and recognised goodwill of approximately RMB172,117,000. Management performs impairment assessment annually or when indicators of potential impairment are identified. For the purpose of impairment assessment, the management assess the recoverable amount of goodwill based on the relevant cash generating units ("CGUs"). We had identified the impairment assessment of goodwill as a key audit matter because the significant management judgements were required to determine key assumptions and the balance of goodwill at 31 December 2022 were significant.	Our key audit procedures, among others, included: (a) We discussed with management as to whether there was any indicator of impairment; (b) We obtained cash flow forecasts relating to each CGU prepared by management and approved by the directors of the Company; (c) We discussed with management in relation to the methodology, basis and assumptions used in arriving at the cash flow forecasts to see whether the methodology and assumptions used were reasonable; and (d) We checked, on a sample basis, the accuracy and reliance of the input data used

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the Key Audit Matter
Expected credit loss ("ECL") assessment of trade and other receivables	
At 31 December 2022, the gross amount of trade and other receivables and its related allowance for ECL are amounted to approximately RMB5,730,000 and RMB184,348,000 respectively and RMB44,000 and RMB5,421,000, respectively. At each reporting date, the management estimates the amount of lifetime ECL of trade receivables by taking into account the historical credit loss experience and market credit loss rate and adjusted for forward-looking information of respective trade receivables. The management of the Group believes that they have considered reasonable and supportable information that is relevant and available without undue cost and effort for this purpose. Such assessment has taken the quantitative and qualitative historical information and also, the forward-looking analysis. We have identified the management's ECL assessment of trade receivables as a key audit matter because the carrying amount of trade receivables was significant to the consolidated financial statements and the ECL assessment of these balances required significant judgement and involved high level of uncertainty.	Our key audit procedures, among others, included: (a) We obtained an understanding of the Group's credit risk management and practices and assessing the Group's impairment provisioning policy in accordance with the requirements of applicable accounting standards; (b) assessed the application of impairment methodology of ECL, and key parameters, on a sample basis; (c) we tested on a sample basis, the accuracy of ageing categories of trade receivables based on relevant delivery notes, sales invoices and sales contracts; (d) we checked the calculation of ECL and adequacy of the Group's disclosures in relation to credit risk exposed by the Group in the consolidated financial statements; and (e) testing subsequent settlements of trade receivables, on a sample basis, by inspecting supporting documents in relation to cash receipt from trade debtors subsequent to the end of reporting period.

OTHER MATTER

The consolidated financial statements of the Company for the year ended 31 March 2022, were audited by another auditor who expressed an unmodified opinion on those statements on 25 July 2022.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB, and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Yip Kai Yin with Practising Certificate number P07854.

Elite Partners CPA Limited
Certified Public Accountants
30 March 2023

10/F., 8 Observatory Road
Tsim Sha Tsui
Kowloon, Hong Kong

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Nine months ended 31 December 2022

	Notes	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Revenue	5	550,032	349,803
Cost of sales		(396,420)	(243,318)
Gross profit		153,612	106,485
Other income	6	5,260	13,164
Other gains	7	4,323	282
Selling and distribution costs		(89,308)	(73,352)
Administrative expenses		(81,639)	(19,187)
Provision for impairment loss on trade and other receivables		(5,465)	(21)
Finance costs	8	(756)	(938)
Share result of an associate		(62)	–
(Loss)/profit before tax	8	(14,035)	26,433
Income tax expense	11	(9,444)	(7,533)
(Loss)/profit for the period/year		(23,479)	18,900
Other comprehensive income/(loss)			
Item that will not be reclassified to profit or loss:			
Exchange differences on translation of the Company's financial statements to presentation currency		11,450	(3,165)
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on consolidation		5,727	(7,059)
Other comprehensive income/(loss) for the period/year		17,177	(10,224)
Total comprehensive (loss)/income for the period/year		(6,302)	8,676

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Nine months ended 31 December 2022

	Notes	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
(Loss)/profit for the period/year attributable to:			
Owners of the Company		(27,856)	15,294
Non-controlling interests		4,377	3,606
		(23,479)	18,900
Total comprehensive (loss)/income attributable to:			
Owners of the Company		(13,188)	5,517
Non-controlling interests		6,886	3,159
		(6,302)	8,676
(Loss)/earnings per share attributable to owners of the Company			
Basic and diluted	12	RMB(0.05)	RMB0.03

Consolidated Statement of Financial Position

As at 31 December 2022

	Notes	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)	1 April 2021 RMB'000 (restated)
Non-current assets				
Investment properties	15	1,904	1,874	2,029
Right-of-use assets	16	26,515	26,017	25,143
Plant and equipment	17	13,018	13,073	11,810
Investment in an associate	18	93	–	–
Intangible assets	19	71,117	251	–
Goodwill	20	172,117	–	–
Other receivables	22	47,464	1,611	–
Deferred tax assets	29(a)	1,247	1,852	1,979
		333,475	44,678	40,961
Current assets				
Inventories	21	38,426	36,900	32,465
Trade and other receivables	22	137,149	235,780	12,349
Fixed deposits with licensed banks	23	19,366	81,576	67,273
Bank balances and cash	24	68,021	77,211	108,043
Tax recoverable		282	2,955	–
		263,244	434,422	220,130
Current liabilities				
Trade and other payables	25	64,949	254,026	30,667
Interest-bearing borrowings	26	721	–	167
Lease liabilities	27	13,518	14,478	15,042
Tax payable		–	–	1,446
		79,188	268,504	47,322
Net current assets		184,056	165,918	172,808
Total assets less current liabilities		517,531	210,596	213,769

Consolidated Statement of Financial Position

As at 31 December 2022

	Notes	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)	1 April 2021 RMB'000 (restated)
Non-current liabilities				
Interest-bearing borrowing	26	–	–	1,870
Lease liabilities	27	12,949	11,628	10,394
Provisions	28	1,070	1,638	1,577
Deferred tax liabilities	29(b)	17,779	–	–
		31,798	13,266	13,841
NET ASSETS		485,733	197,330	199,928
Capital and reserves				
Share capital	30	5,351	4,474	4,474
Reserves		469,301	183,611	185,488
Equity attributable to owners of the Company		474,652	188,085	189,962
Non-controlling interests		11,081	9,245	9,966
TOTAL EQUITY		485,733	197,330	199,928

These consolidated financial statements on pages 90 to 193 were approved and authorised for issue by the board of directors on 30 March 2023 and signed on its behalf by:

Ms. Tang Tsz Yuet
Director

Mr. Zhou Yue
Director

Consolidated Statement of Changes in Equity

Nine months ended 31 December 2022

	Attributable to owners of the Company									
		Reserves								
	Share capital RMB'000 (Note 30)	Share premium RMB'000 (Note 33(a))	Capital reserve RMB'000 (Note 33(b))	Statutory reserves RMB'000 (Note 33(c))	Exchange reserve RMB'000 (Note 33(d))	Other reserve RMB'000 (Note 33(e))	Accumulated profits RMB'000	Total equity RMB'000	Non-Controlling Interests RMB'000 (Note 34)	Total equity RMB'000
At 1 April 2021 (restated)	4,474	94,599	(10,923)	–	(6,849)	(534)	109,195	189,962	9,966	199,928
Profit for the year	–	–	–	–	–	–	15,294	15,294	3,606	18,900
Other comprehensive (loss)/income										
Item that will not be reclassified to profit or loss:										
Exchange differences on translation of the Company's financial statements to presentation currency	–	–	–	–	(3,165)	–	–	(3,165)	–	(3,165)
Item that may be reclassified subsequently to profit or loss:										
Exchange differences on consolidation	–	–	–	–	(6,612)	–	–	(6,612)	(447)	(7,059)
Total comprehensive (loss)/income for the year	–	–	–	–	(9,777)	–	15,294	5,517	3,159	8,676
Transactions with owners:										
Contributions and distributions										
Dividends (Note 13)	–	–	–	–	–	–	(8,137)	(8,137)	(3,950)	(12,087)
Appropriation of statutory reserve	–	–	–	64	–	–	(64)	–	–	–
	–	–	–	64	–	–	(8,201)	(8,137)	(3,950)	(12,087)
Changes in ownership interests										
Changes in ownership interests in subsidiaries that do not result in a loss of control (Note 35)	–	–	–	–	–	743	–	743	(630)	113
Non-controlling interests arising from preference shares issued by subsidiaries (Note 14)	–	–	–	–	–	–	–	–	512	512
Incorporated of subsidiaries	–	–	–	–	–	–	–	–	188	188
Total transactions with owners	–	–	–	64	–	743	(8,201)	(7,394)	(3,880)	(11,274)
At 31 March 2022 (restated)	4,474	94,599	(10,923)	64	(16,626)	209	116,288	188,085	9,245	197,330

Consolidated Statement of Changes in Equity

Nine months ended 31 December 2022

	Attributable to owners of the Company										
		Reserves									
	Share capital RMB'000 (Note 30)	Share premium RMB'000 (Note 33(a))	Capital reserve RMB'000 (Note 33(b))	Statutory reserves RMB'000 (Note 33(c))	Exchange reserve RMB'000 (Note 33(d))	Share Option reserve RMB'000	Other reserve RMB'000 (Note 33(e))	Accumulated profits RMB'000	Total equity RMB'000	Non-Controlling Interests RMB'000 (Note 34)	Total equity RMB'000
At 1 April 2022 (restated)	4,474	94,599	(10,923)	64	(16,626)	–	209	116,288	188,085	9,245	197,330
(Loss)/profit for the year	–	–	–	–	–	–	–	(27,856)	(27,856)	4,377	(23,479)
Other comprehensive income/(loss)											
Item that will not be reclassified to profit or loss:											
Exchange differences on translation of the Company's financial statements to presentation currency	–	–	–	–	11,450	–	–	–	11,450	–	11,450
Item that may be reclassified subsequently to profit or loss:											
Exchange differences on consolidation	–	–	–	–	3,218	–	–	–	3,218	2,509	5,727
Total comprehensive income/(loss) for the year	–	–	–	–	14,668	–	–	(27,856)	(13,188)	6,886	(6,302)
Transactions with owners:											
Contributions and distributions											
Dividends (Note 13)	–	–	–	–	–	–	–	–	–	(3,400)	(3,400)
Issued shares for acquisition of subsidiaries	877	256,981	–	–	–	–	–	–	257,858	–	257,858
Share-based payment	–	–	–	–	–	41,897	–	–	41,897	–	41,897
	877	256,981	–	–	–	41,897	–	–	299,755	(3,400)	296,355
Changes in ownership interests											
Disposal of subsidiaries	–	–	–	–	–	–	–	–	–	(2,212)	(2,212)
Acquisition of non-controlling interest	–	–	–	–	–	–	–	–	–	562	562
Total transactions with owners	877	256,981	–	–	–	41,897	–	–	299,755	(5,050)	294,705
At 31 December 2022	5,351	351,580	(10,923)	64	(1,958)	41,897	209	88,432	474,652	11,081	485,733

Consolidated Statement of Cash Flows

Nine months ended 31 December 2022

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Operating activities		
(Loss)/profit before tax	(14,035)	26,433
Adjustments for:		
Bank interest income	(1,897)	(2,529)
Bad debts written off	1,013	–
Depreciation of plant and equipment	3,395	3,825
Depreciation of investment properties	47	64
Depreciation of right-of-use assets	14,026	17,375
Amortisation of intangible assets	2,538	33
Finance costs	756	938
Gain on termination of lease	(52)	(8)
Gain on disposal of plant and equipment, net	(402)	(274)
Gain on disposal of subsidiaries	(3,847)	–
Provision for impairment loss on trade and other receivables	5,465	21
Reversal of provision for restoration cost	(22)	–
Income on COVID-19-related rent concessions	(508)	(4,297)
Write down of inventories	226	1,547
Write-off of plant and equipment	70	41
Share-based payment expense	41,897	–
Share of result of an associate	62	–
Operating cash inflows before movements in working capital	48,732	43,169
Changes in working capital:		
Inventories	(11,084)	(7,452)
Trade and other receivables	161,561	(226,018)
Trade and other payables	(161,985)	229,792
Provisions	87	132
Cash generated from operations	37,311	39,623
Income tax paid	(7,038)	(11,837)
Net cash generated from operating activities	30,273	27,786

Consolidated Statement of Cash Flows

Nine months ended 31 December 2022

	Notes	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Investing Activities			
Interest received		1,897	2,529
Increase in fixed deposits with licensed banks		59,387	(17,361)
Acquisition of investment in an associate		(157)	–
Acquisition of subsidiaries, net of cash acquired	36	(79,702)	(8)
Net cash outflows on disposal of subsidiaries	37	(12,846)	–
Purchase of intangible assets		(304)	(284)
Purchase of plant and equipment		(8,473)	(6,073)
Proceeds from disposal of plant and equipment		2,347	684
Net cash used in investing activities		(37,851)	(20,513)
Financing activities			
Repayment of interest-bearing borrowings	39	–	(1,948)
Repayment of lease liabilities	39	(14,381)	(18,828)
Interest paid		(7)	(29)
Capital contribution made by the non-controlling shareholders of subsidiaries		–	189
Proceeds from disposal of ownership interest in a subsidiary that does not result in a loss of control		–	113
Dividends paid		(3,400)	–
Proceeds from issuance of preference shares of subsidiaries	14(d)	–	514
Net cash used in financing activities		(17,788)	(19,989)
Net decrease in cash and cash equivalents		(25,366)	(12,716)
Cash and cash equivalents at the beginning of year		77,211	108,043
Effect on exchange rate changes		16,176	(18,116)
Cash and cash equivalents at the end of period/year, represented by cash and bank balances	24	68,021	77,211

Notes to the Consolidated Financial Statements

Nine months ended 31 December 2022

1. GENERAL INFORMATION

MOG Holdings Limited (the "**Company**", together with its subsidiaries are collectively referred to as the "**Group**") was incorporated as an exempted company with limited liability in the Cayman Islands on 4 June 2019. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 15 April 2020 (the "**Listing**"). The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Group's headquarter is situated at No. 8655, 84 Western Style Villa, 9 Shihua East Road, 519015 Zhuhai, Guangdong, China. The Company's principal place of business in Hong Kong has changed from Unit B, 13th Floor, Winsan Tower, 98 Thomson Road, Wan Chai, Hong Kong to Room 1910, 19th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong with effect from 21 March 2023.

The Company is an investment holding company and its subsidiaries are principally engaged in digital retail payment solutions hardware trading business, e-commerce and financing services in the People's Republic of China (the "**PRC**"), sales of optical products, and franchise and license management in Malaysia.

2. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board (the "**IASB**"), which collective term includes all applicable individual IFRSs, International Accounting Standards ("**IASs**") and Interpretations issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

The consolidated financial statements are presented in Renminbi ("**RMB**") and all amounts have been rounded to the nearest thousand ("**RMB'000**"), unless otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2022 consolidated financial statements except for the adoption of the following new/revised IFRSs.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of new/revised IFRSs

The Group has applied, for the first time, the following new/revised IFRSs that are relevant to the Group:

Amendments to IAS 16	Proceeds before Intended Use
Amendments to IAS 37	Cost of Fulfilling a Contract
Amendments to IFRS 3	Reference to the Conceptual Framework
Annual Improvements to IFRSs	2018–2020 Cycle

The adoption of the amendments and improvements does not have any significant impact on the consolidated financial statements.

Change of financial year end date

Pursuant to a resolution of the Board dated 4 November 2022, the Company's financial year end date has been changed from 31 March to 31 December commencing from the financial year of 2022 in order to in line with the financial year end date of its PRC subsidiaries. Accordingly. the accompanying consolidated financial statements for the current financial period cover a period of nine months from 1 April 2022 to 31 December 2022. The comparative figures presented for the audited consolidated statement of profit or loss and other comprehensive income, audited consolidated statement of change in equity, audited consolidated statement of cash flows and related notes cover the audited figures of the financial year from 1 April 2021 to 31 March 2022 which may not be comparable with the amounts shown for the current period.

Change of presentation currency

The Company's presentation currency for its consolidated financial statements has been changed from Malaysian Ringgit to RMB from 1 April 2022. As most of the Group's transactions are denominated and settled in RMB, the Board considers that RMB is more appropriate as the presentation currency for the Group's consolidated financial statements. Further, the Board considers that the change of presentation currency will enable the shareholders and potential investors of the Company to have a clearer picture of the Group's actual financial performance. The effects of the change in the presentation currency have been accounted for retrospectively with comparative figures restated. The comparative amounts in the consolidated financial statements are presented as if RMB had always been the presentation currency of the consolidated financial statements. The Group has also presented the consolidated statement of financial position as at 1 April 2021 without related notes.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is historical cost.

A summary of the principal accounting policies adopted by the Group in preparing the consolidated financial statements is set out below.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

All intra-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the asset transferred. The result of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value unless another measurement basis is required by IFRSs.

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Business combinations

Acquisitions of subsidiaries and businesses which are not under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed. If, after assessment, the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value on the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as bargain purchase gain.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounting for within equity. Contingent consideration that is classified as a financial liability is remeasured at subsequent reporting dates at fair value with corresponding gain or loss being recognised in profit or loss.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investments is reduced to its recoverable amount on an individual basis if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment. On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of plant and equipment over their estimated useful lives at the annual rate as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Computers and software	20%–40%
Furniture, fixtures and office equipment	10%–20%
Optical equipment	10%–20%
Motor vehicles	10%–20%
Leasehold improvements	10%–20%

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Intangible assets (other than goodwill)

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

License right	8 years
Credit facility contract	10 years
IT software platform	5 years

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date. Intangible assets with finite useful lives are tested for impairments.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are shoplots held to earn rental income and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses.

Depreciation on shoplots is calculated using the straight-line method to write off the cost less accumulated impairment losses of investment properties over their estimated useful lives at the annual rate of 2%.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income; or (iv) measured at FVPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVPL:

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other receivables, fixed deposits with licensed banks, and bank balances and cash.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value minus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables and interest-bearing borrowing. All financial liabilities, except for financial liabilities at FVPL, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Impairment of financial assets

The Group recognises loss allowances for ECL on financial assets that are measured at amortised cost which the impairment requirements apply in accordance with IFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement of ECL (Continued)

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

(i) past due information

(ii) nature of instrument

(iii) industry of debtors

(iv) geographical location of debtors

(v) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or

(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, except for the financial asset which the Group has reasonable and supportable information to demonstrate that previous non-payments were an administrative oversight, instead of resulting from financial difficulty of the borrower, or that there is no correlation between significant increases in the risk of a default occurring and financial assets on which payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Low credit risk

A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;

(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

As detailed in Note 40 to the consolidated financial statements, the Group's other receivables, fixed deposits with licensed banks and bank balances and cash are determined to have low credit risk.

Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower.

(b) a breach of contract, such as a default or past due event.

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Share capital

Ordinary shares are classified as equity. Preference shares are classified as liabilities if they are redeemable at a specific date or at the shareholders' option; or if dividend payments are not discretionary. Preference shares that are not redeemable, or are redeemable only at the Group's option; and any dividend payments are discretionary, are classified as equity.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Revenue recognition

Revenue from contracts with customers within IFRS 15

The Group adopts a 5-step approach to revenue recognition:

Step 1:	Identify the contract(s) with a customer
Step 2:	Identify the performance obligations in the contract
Step 3:	Determine the transaction price
Step 4:	Allocate the transaction price to the performance obligations in the contract
Step 5:	Recognise revenue when (or as) the Group satisfies a performance obligation

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Nature of goods or services

The nature of the goods or services provided by the Group are digital retail payment solutions hardware trading business, e-commerce, financing services, sales of optical products and franchise and license management.

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a good or service (or a bundle of goods or services) that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and

(b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Timing of revenue recognition (Continued)

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Sales of optical products, digital retail payment solutions hardware trading business and e-commerce are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

Financing services income is recognised over the time of the respective agreements.

Franchise fee income is recognised over the time of the respective franchise agreements.

Royalty fee income is recognised at a point in time when the right to receive payment is established.

Prepaid cards service income is recognised at a point in time when the right to receive payment is established

For the prepaid cards service income, the Group implements a contractual expiry policy for all prepaid cards. The customers may not utilise all of their contractual rights within the prepayment period and these unutilised prepayments are referred to as "breakage". An expected amount of breakage is estimated by management based on the historical data of customers' utilisation and expected future utilisation pattern of the Group's prepaid cards and is recognised as revenue in proportion to the pattern of prepayments used by customers. After the recognition of revenue from prepayments provided and breakage, any residual contract liabilities at the end of the relevant service period are fully recognised as revenue in the consolidated statement of profit or loss and other comprehensive income.

Performance obligation: warranties

Sales-related warranties associated with optical products and digital retail payment solutions hardware trading business cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for the warranties in accordance with IAS 37.

Rental income

Rental income under operating leases is recognised when the properties are let out and on the straight-line basis over the lease term.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For sales of optical products, it is common for the Group to receive from the customers the whole or some of the contractual payments before the services are completed or when the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

The Group receives payments from the customers which are largely in line with the timing of revenue recognition and no significant contract assets are recognised. Contract liabilities in relation to advanced payments from customers are recognised under "Other payables".

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB and rounded to the nearest thousands unless otherwise indicated. The Company's functional currency is Hong Kong dollar ("HK$").

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period.

- Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate.

- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity.

- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation and a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.

- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Impairment of other assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that the Group's investment properties, goodwill, intangible assets, plant and equipment, right-of-use assets and the Company's investment in a subsidiary may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior periods. Reversal of impairment loss is recognised as an income in profit or loss immediately.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the period in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account/recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

As lessee (Continued)

The right-of-use asset is initially measured at cost, which comprises

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option).

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;

(b) variable lease payments that depend on an index or rate;

(c) amounts expected to be payable under residual value guarantees;

(d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

(e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

As lessee (Continued)

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if:

(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

As lessee (Continued)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

(a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.

(b) the Group determines the lease term of the modified contract.

(c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.

(d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.

(e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group has applied the practical expedient provided in Amendments to IFRS 16: COVID-19-Related Rent Concessions, which has been early adopted by the Group since the year ended 31 March 2022 and does not assess whether eligible rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modification. The Group accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying IFRS 16 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) any reduction in lease payments affects only payments originally due on or before June 2022; and

(c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

As lessor – operating leases

Rental income from leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging a lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Related parties

A related party is a person or entity that is related to the Group, that is defined as:

(a) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a holding company of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

(i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) both entities are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) the entity is controlled or jointly controlled by a person identified in (a).

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to a holding company of the Group.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty

(i) Useful lives of investment properties, intangible assets, plant and equipment and right-of-use assets

The management of the Group determines the estimated useful lives of the Group's investment properties, intangible assets, plant and equipment and right-of-use assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

(ii) Impairment of investment properties, goodwill, intangible assets, plant and equipment and right-of-use assets

The management of the Group determines whether the Group's investment properties, goodwill, intangible assets, plant and equipment and right-of-use assets are impaired when an indication of impairment exists. This requires an estimation of the recoverable amount of the relevant assets, which is equal to the higher of fair value less costs of disposal and value in use. Estimating the value in use requires the management to make an estimate of the expected future cash flows from the relevant assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Any impairment will be charged to profit or loss.

(iii) Allowance for inventories

The management of the Group reviews the inventory ageing analysis periodically and makes allowance for inventories that are identified as obsolete, slow-moving or no longer recoverable or suitable for sale. The Group carries out the inventory review on a product-by-product basis and makes allowance at the end of each reporting period by reference to management's estimation of the net realisable value based on the latest market prices and current market conditions.

(iv) Loss allowance for ECL

The management of the Group estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables.

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty (Continued)

(v) **Discount rates for calculating lease liabilities – as lessee**

The Group uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discounts rates for its leases, the Group refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

(vi) **Provisions for restoration costs**

As explained in Note 28, the Group makes provision for restoration costs based on the best estimate of the expected costs to be incurred upon expiry of the respective rental agreements, which are subject to uncertainty and might differ from the actual costs incurred. Any increase or decrease in the provision would affect profit or loss in future periods.

Critical judgement made in applying accounting policies

Determination of lease terms of contracts with renewal options

The management of the Group determines the lease term for lease contracts in which it is a lease that includes renewal option. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

3. FUTURE CHANGES IN IFRSs

At the date of authorisation of these consolidated financial statements, the IASB has issued the following new and amendments to IFRSs that are not yet effective for the current financial year, which the Group has not early adopted:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current[3]
Amendments to IAS 1	Non-current Liabilities with Covenants[3]
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to IAS 8	Definition of Accounting Estimates[1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]
IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	Insurance Contracts[1]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback[3]

1 Effective for annual periods beginning on or after 1 January 2023
2 The effective date to be determined
3 Effective for annual periods beginning on or after 1 January 2024

The directors of the Company do not anticipate that the adoption of the new and amendments to IFRSs in future periods will have any material impact on the Group's consolidated financial statements.

4. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers ("**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments are as follows:

(1) Digital retail payment solutions hardware trading business.

(2) Sales of optical products.

(3) Franchise and license management.

(4) E-commerce.

(5) Financing services.

Segment revenue and results

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 2 to the consolidated financial statements.

Segment revenue represents revenue derived from digital retail payment solutions hardware trading business, sales of optical products, franchise and license management, e-commence and financing services.

Segment results represent the (loss)/profit before tax reported by each segment without allocation of other income and administrative expenses reported by corporate office, finance costs, share-based payment expense, provision of allowance for doubtful debts, share result of an associate and income tax expense. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

4. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

The segment information provided to the CODM of the Group for the reportable segments for the nine months ended 31 December 2022 and year ended 31 March 2022 are as follows:

Nine months ended 31 December 2022

	Digital retail payment solutions hardware trading business RMB'000	Sales of optical products RMB'000	Franchise and license management RMB'000	E-commerce RMB'000	Financing services RMB'000	Total RMB'000
Segment revenue	344,494	182,734	3,842	5,244	13,718	550,032
Segment results	728	36,153	3,842	138	12,459	53,320
Unallocated other income						3,677
Unallocated administrative expenses						(27,175)
Unallocated other gains						4,323
Share-based payment expense						(41,897)
Share result of an associate						(62)
Provision of allowance for doubtful debts						(5,465)
Finance costs						(756)
Loss before tax						(14,035)
Income tax expense						(9,444)
Loss for the period						(23,479)

4. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Year ended 31 March 2022

	Digital retail payment solutions hardware trading business RMB'000 (restated)	Sales of optical products RMB'000 (restated)	Franchise and license management RMB'000 (restated)	Total RMB'000 (restated)
Segment revenue	191,926	157,360	517	349,803
Segment results	833	33,730	49	34,612
Unallocated other income				359
Unallocated administrative expenses				(7,600)
Finance costs				(938)
Profit before tax				26,433
Income tax expense				(7,533)
Profit for the year				18,900

4. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 31 December 2022

	Digital retail payment solutions hardware trading business RMB'000	Sales of optical products RMB'000	Franchise and license management RMB'000	E-commerce RMB'000	Financing services RMB'000	Unallocated RMB'000	Total RMB'000
Assets							
Reportable segment assets	49,970	159,423	2,221	97,699	271,127	16,279	596,719
Liabilities							
Reportable segment liabilities	6,100	62,433	1,053	13,235	1,263	26,902	110,986
Other segment information:							
Amortisation of intangible assets	–	–	59	77	2,402	–	2,538
Depreciation of plant and equipment	1	3,379	–	15	–	–	3,395
Depreciation of right-of-use assets	187	13,771	68	–	–	–	14,026
Depreciation of investment properties	–	–	–	–	–	47	47
Gain on disposal of plant and equipment, net	–	(402)	–	–	–	–	(402)
Provision for impairment loss on trade and other receivables	–	–	–	44	5,421	–	5,465
Write down of inventories	–	226	–	–	–	–	226
Write-off of plant and equipment	–	70	–	–	–	–	70
Additions to right-of-use assets	–	21,061	–	–	–	–	21,061
Additions to plant and equipment	–	7,360	5	1,108	–	–	8,473
Additions to intangible assets	–	–	304	–	–	–	304

4. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

At 31 March 2022

	Digital retail payment solutions hardware trading business RMB'000 (restated)	Sales of optical products RMB'000 (restated)	Franchise and license management RMB'000 (restated)	Unallocated RMB'000 (restated)	Total RMB'000 (restated)
Assets					
Reportable segment assets	217,694	244,915	9,809	6,682	479,100
Liabilities					
Reportable segment liabilities	216,841	63,845	1,084	–	281,770
Other segment information:					
Amortisation of intangible assets	–	–	33	–	33
Depreciation of plant and equipment	–	3,810	15	–	3,825
Depreciation of right-of-use assets	–	17,375	–	–	17,375
Depreciation of investment properties	–	–	–	64	64
Gain on disposal of plant and equipment, net	–	(274)	–	–	(274)
Provision for impairment loss on trade receivables	18	3	–	–	21
Write down of inventories	–	1,547	–	–	1,547
Write-off of plant and equipment	–	41	–	–	41
Additions to right-of-use assets	752	18,567	451	–	19,770
Additions to plant and equipment	3	6,070	–	–	6,073
Additions to intangible assets	–	–	284	–	284

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include right-of-use assets, plant and equipment, goodwill, investment in an associate, intangible assets, inventories, trade and other receivables, fixed deposits with licensed banks and bank balances and cash. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and

- segment liabilities include trade and other payables, interest-bearing borrowing, lease liabilities and provisions. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

4. SEGMENT INFORMATION (Continued)

Geographical information

The Group's revenue is derived from its operations in the PRC and Malaysia. Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets is presented based on physical location of the assets, in the case of plant and equipment, right-of use assets and investment properties, and the location of the operation to which they are allocated, in the case of intangible assets, goodwill and investment in an associate and excluded other receivables and deferred tax assets.

(a) **Information about the Group's revenue from external customers**
During the nine months ended 31 December 2022, out of the Group's total revenue of approximately RMB550,032,000 (year ended 31 March 2022: approximately RMB349,803,000 (restated)), the revenue generated from the PRC and Malaysia contributed approximately RMB363,456,000 (year ended 31 March 2022: approximately RMB191,926,000 (restated)) and approximately RMB186,576,000 (year ended 31 March 2022: approximately RMB157,877,000 (restated)), representing approximately 66% (year ended 31 March 2022: approximately 55%) and approximately 34% (year ended 31 March 2022: approximately 45%) of the Group's total revenue, respectively.

(b) **Information about the Group's non-current assets**
At 31 December 2022, out of the Group's total non-current assets of approximately RMB333,475,000 (31 March 2022: approximately RMB44,678,000 (restated)), the non-current assets located in the PRC and Malaysia contributed approximately RMB292,368,000 (31 March 2022: approximately RMB817,000 (restated)) and approximately RMB41,107,000 (31 March 2022: approximately RMB43,861,000 (restated)), representing approximately approximately 88% (31 March 2022: approximately 2%) and approximately 12% (31 March 2022: approximately 98%) of the Group's total non-current assets, respectively.

Information about major customers

Details of the customers individually accounting for 10% or more of total revenue of the Group during the nine months ended 31 December 2022 and year ended 31 March 2022 are as follows:

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Customer A (Note)	144,759	191,837

Note:

Revenue from digital retail payment solutions hardware trading business.

5. REVENUE

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Revenue from contracts with customers within IFRS 15		
Digital retail payment solutions hardware trading business	344,494	191,926
Sales of optical products		
– To retail customers	182,700	156,062
– To franchisees	34	1,298
Franchise and royalty fees income	3,842	517
E-commerce	5,244	–
Financing services	13,718	–
	550,032	349,803
Timing of revenue recognition:		
A point in time	546,924	349,756
Over time	3,108	47
	550,032	349,803
Type of transaction price:		
Fixed price	547,189	349,464
Variable price	2,843	339
	550,032	349,803

The amount of revenue recognised for the nine months ended 31 December 2022 that was included in the contract liabilities at the beginning of the reporting period was approximately RMB3,206,000 (year ended 31 March 2022: approximately RMB1,131,000 (restated)).

6. OTHER INCOME

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Bank interest income	1,897	2,529
Exchange gain, net	–	1,335
Government subsidies (Note)	14	2,886
Income on COVID-19-related rent concessions	508	4,297
Rental income from investment properties	186	225
Sponsorship income	1,117	682
Sundry income	1,538	1,210
	5,260	13,164

Note: During the nine months ended 31 December 2022, the Group recognised government subsidies of approximately RMB14,000 (year ended 31 March 2022: approximately RMB2,866,000 (restated)) in respect of COVID-19-related subsidies provided by Malaysia's government authorities. In the opinion of the management of the Group, there were no unfulfilled conditions or contingencies relating to these subsidies.

7. OTHER GAINS

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Gain on disposal of plant and equipment, net	402	274
Gain on disposal of subsidiaries	3,847	–
Gain on termination of leases	52	8
Reversal of provision for restoration cost	22	–
	4,323	282

8. (LOSS)/PROFIT BEFORE TAX

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Finance costs		
Interest on interest-bearing borrowings	7	18
Interest on bank overdrafts	–	11
Interest on lease liabilities	749	909
	756	938
Staff costs (including directors' remuneration)		
Salaries, discretionary bonus, allowances and other benefits in kind	48,421	45,513
Contributions to defined contribution plans	3,901	3,969
Share-based payment expense	41,897	–
	94,219	49,482
Other items		
Auditors' remuneration		
– Audit services	1,878	1,656
– Non-audit services	–	122
Cost of inventories	400,045	243,318
Amortisation of intangible assets (including in "Selling and distribution costs")	2,538	33
Depreciation of investment properties	47	64
Depreciation of plant and equipment	3,395	3,825
Depreciation of right-of-use assets	14,026	17,375
Direct operating expenses arising from investment properties that generated rental income	7	3
Exchange loss/(gain), net	9,827	(1,335)
Gain on disposal of plant and equipment, net	(402)	(274)
Other rental and related expenses	8,313	7,042
Provision for impairment loss on trade and other receivables	5,465	21
Write down of inventories (included in "Cost of sales")	226	1,547
Write-off of plant and equipment	70	41
Bad debts written off	1,013	–
Legal claim for non-delivery of products under hardware trading operation	4,000	–

9. DIRECTORS' REMUNERATION

The aggregate amounts of remuneration received and receivable by the directors of the Company are set out below.

Nine months ended 31 December 2022

	Notes	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonus RMB'000	Contribution to defined contribution plans RMB'000	Total RMB'000
Executive directos						
Dato' Ng Kwang Hua		153	952	173	115	1,393
Datin Low Lay Choo	(a)	51	–	–	–	51
Mr. Deng Zhihua	(b)	56	–	–	–	56
Mr. Zhou Yue	(f)	188	–	–	–	188
Ms. Tang Tsz Yuet	(f)	188	–	–	–	188
Independent non-executive directors						
Mr. Ng Kuan Hua	(c)	61	–	–	–	61
Mr. Ng Chee Hoong	(d)	51	–	–	–	51
Ms. Jiao Jie		92	–	–	–	92
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah		92	–	–	–	92
Mr. Yau Tung Shing		47	–	–	–	47
Mr. Chu Hoi Kan		33	–	–	–	33
Total		1,012	952	173	115	2,252

9. DIRECTORS' REMUNERATION (Continued)

Year ended 31 March 2022

	Notes	Directors' fees RMB'000 (restated)	Salaries, allowances and benefits in kind RMB'000 (restated)	Discretionary bonus RMB'000 (restated)	Contribution to defined contribution plans RMB'000 (restated)	Total RMB'000 (restated)
Executive directors						
Dato' Ng Kwang Hua		–	1,299	142	136	1,577
Dato' Ng Chin Kee	(e)	–	870	107	104	1,081
Datin Low Lay Choo	(a)	–	836	83	80	999
Ms. Tang Tsz Yuet	(f)	–	–	–	64	64
Independent non-executive directors						
Mr. Ng Kuan Hua	(c)	116	–	–	–	116
Mr. Ng Chee Hoong	(d)	116	–	–	–	116
Ms. Jiao Jie		116	–	–	–	116
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah		116	–	–	–	116
Total		464	3,005	332	384	4,185

During the nine months ended 31 December 2022 and year ended 31 March 2022, no emoluments were paid by the Group to any of these directors as an inducement to join or upon joining the Group, or as a compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the nine months ended 31 December 2022 and year ended 31 March 2022.

(a) Datin Low Lay Choo resigned as an executive director with effect from 23 June 2022. She remains as a chief executive officer of the Company.

(b) Mr. Deng Zhihua was appointed as executive directors with effect from 28 October 2022.

(c) Mr. Ng Kuan Hua resigned as an executive director with effect from 21 September 2022.

(d) Mr. Ng Chee Hoong resigned as an executive director with effect from 16 August 2022.

(e) Dato' Ng Chin Kee resigned as an executive director with effect from 25 March 2022.

(f) Ms. Tang Tsz Yuet and Mr. Zhou Yue were appointed as executive directors with effect from 23 June 2022.

10. FIVE HIGHEST PAID INDIVIDUALS

An analysis of the five highest paid individuals during the nine months ended 31 December 2022 and year ended 31 March 2022 is as follows:

	Number of individuals	
	Nine months ended 31 December 2022	Year ended 31 March 2022
Director	2	3
Non-director	3	2
	5	5

Details of the remuneration of the above highest paid non-director individuals are as follows:

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Salaries, allowances and other benefits in kind	903	908
Discretionary bonus	128	8
Contributions to defined contribution plans	80	39
	1,111	955

The number of these non-director individuals whose emoluments fell within the following emoluments band is as follows:

	Number of individuals	
	Nine months ended 31 December 2022	Year ended 31 March 2022
Nil to HK$1,000,000	3	2

During the nine months ended 31 December 2022 and year ended 31 March 2022, no remuneration was paid by the Group to any of these highest paid non-director individuals as an inducement to join or upon joining the Group, or as a compensation for loss of office. There was no arrangement under which any of these highest paid non-director individuals waived or has agreed to waive any emoluments during the nine months ended 31 December 2022 and year ended 31 March 2022.

11. INCOME TAX EXPENSE

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Current tax		
PRC enterprise income tax	–	213
Malaysia corporate income tax	9,878	7,282
	9,878	7,495
Deferred tax		
Changes in temporary differences	(434)	38
Total income tax expense for the period/year	9,444	7,533

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for the nine months ended 31 December 2022 and year ended 31 March 2022.

The group entities established in the Cayman Islands and the BVI are exempted from corporate income tax therein.

The group's entities established in the PRC are subject to PRC enterprise income tax at a statutory rate of 25%.

Saved as disclosed below, Malaysia corporate income tax is calculated at 24% of the estimated assessable profits for the nine months ended 31 December 2022 and year ended 31 March 2022.

For the year ended 31 March 2022, Malaysia incorporated entities with paid-up capital of RM2.5 million or less and having annual sales of not more than RM50 million enjoy tax rate of 17% on the first RM600,000 of the estimated assessable profits and remaining balance at tax rate of 24%.

11. INCOME TAX EXPENSE (Continued)

Reconciliation of income tax expense

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
(Loss)/profit before tax	(14,035)	26,433
Income tax at statutory tax rate applicable in respective territories	(3,953)	6,513
Tax exempt revenue	(1,353)	(1,067)
Non-deductible expenses	973	2,072
Over-provision of tax expense in prior year	(224)	–
Over-provision of deferred tax liabilities in prior year	(15)	–
Tax effect of losses not recognised	14,016	–
Others	–	15
Income tax expense for the period/year	9,444	7,533

12. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following information:

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
(Loss)/profit for the period/year attributable to owners of the Company, used in basic and diluted earnings per share calculation	(27,856)	15,294

	Number of shares	
	Nine months ended 31 December 2022	Year ended 31 March 2022
Weighted average number of ordinary shares for basic and diluted earnings per share calculation	542,116,939	500,000,000

For the nine months ended 31 December 2022, the computation of diluted loss per share do not assume the exercise of the Company's share options as they would reduce loss per share.

For the year ended 31 March 2022, diluted earnings per share are the same as the basic earnings per share as there are no dilutive potential ordinary shares in existence.

13. DIVIDENDS

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Dividends declared and paid to owners of the Company	–	8,137

On 5 October 2021, the Board of Directors resolved the declaration and payment of special dividend of HK$0.02 per ordinary share of the Company, amounting to HK$10,000,000 (equivalent to approximately RMB8,137,000) in total. The dividends were paid in November 2021.

The Board of Directors does not recommend the payment of a final dividend (31 March 2022: Nil).

14. SUBSIDIARIES

Details of the subsidiaries at the end of each reporting period are as follows:

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	31 March 2022	Principal activities/ place of operation
Directly held					
MOG (BVI) Limited	The BVI, 14 June 2019	Ordinary, United States Dollar ("USD") 1	100%	100%	Investment holding/The BVI
Indirectly held					
App New Success Eyewear Sdn. Bhd. ("App New Success Eyewear")	Malaysia, 22 February 2017	Ordinary, RM100	80%	80%	Wholesaler and retailer of optical and other related products/Malaysia
Bens Eyewear Sdn. Bhd. ("Bens Eyewear")	Malaysia, 10 March 2015	Ordinary, RM100	59%	59%	Wholesaler and retailer of optical products/ Malaysia
Caxia Eyewear Sdn. Bhd.	Malaysia, 30 September 2015	Ordinary, RM100	70%	70%	Wholesaler and retailer of optical products/ Malaysia
Dr Optic Sdn. Bhd.	Malaysia, 20 February 2017	Ordinary, RM1,000	55%	55%	Retail sale of optical products/Malaysia
DS Optique Sdn. Bhd.	Malaysia, 5 May 2017	Ordinary, RM100	51%	51%	Wholesaler and retailer of optical products/ Malaysia
E Zone Eyewear Sdn. Bhd. ("E Zone Eyewear")	Malaysia, 15 October 2015	Ordinary, RM100	70%	70%	Business of optometrists and dealers of all kinds of optical apparatus and related accessories/ Malaysia

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	Attributable equity interest held by the Company 31 March 2022	Principal activities/ place of operation
Evershine Eyewear Sdn. Bhd.	Malaysia, 3 April 2014	Ordinary, RM100	71%	71%	Business of optometrists and dealers of all kinds of optical apparatus and related accessories/ Malaysia
Exon Eyewear Sdn. Bhd.	Malaysia, 26 September 2017	Ordinary, RM100	60%	60%	Retail sale of spectacles and other optical goods/ Malaysia Indirectly held
Eye Saver Sdn. Bhd.	Malaysia, 29 June 2018	Ordinary, RM100	100%	100%	Retail sale of spectacles and other optical goods/ Malaysia
Evershine Eye Care Sdn. Bhd.	Malaysia, 8 April 2021	Ordinary, RM100	51%	51%	Retail sale of spectacles and other optical goods/ Malaysia
Evershine Fallery Sdn. Bhd.	Malaysia, 4 May 2021	Ordinary, RM100	52%	52%	Retail sale of spectacles and other optical goods/ Malaysia
Fabulous Project Management Sdn. Bhd.	Malaysia, 21 May 2012	Ordinary, RM100,000	51%	51%	Business of optometrists and dealers of all kinds of optical apparatus and related accessories/ Malaysia
Lux Optical Sdn. Bhd. ("Lux Optical")	Malaysia, 20 August 2013	Ordinary, RM100	75%	75%	Wholesaler and retailer of optical products/ Malaysia

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	31 March 2022	Principal activities/ place of operation
M Optic Project & Event Sdn. Bhd.	Malaysia, 10 March 2008	Ordinary, RM200	100%	100%	Professional event management and marketing services provider/Malaysia Indirectly held
Metro (SPY) Sdn. Bhd.	Malaysia, 13 June 2011	Ordinary, RM100	90%	90%	Trading in spectacle frames, lens and related eye care products/ Malaysia
Metro Designer Eyewear Sdn. Bhd. ("Metro Designer Eyewear")	Malaysia, 23 June 1997	Ordinary, RM100,000 Preference, RM40,000	80%	80%	Retail sale of spectacles and other optical goods/ Malaysia
Metro Eyewear Holdings Sdn. Bhd.	Malaysia, 28 March 1998	Ordinary, RM2,000,000	100%	100%	Wholesaler and retailer of optical products/ Malaysia
Metro RWG Sdn. Bhd.	Malaysia, 25 March 2010	Ordinary, RM100	60%	60%	Business of optometrists and dealers of all kinds of optical apparatus and related accessories/ Malaysia
Mido Eyewear Sdn. Bhd.	Malaysia, 30 January 2013	Ordinary, RM100	100%	100%	Retail sale of spectacles and other optical goods/ Malaysia

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	31 March 2022	Principal activities/ place of operation
Modern Pride Sdn. Bhd. ("Modern Pride")	Malaysia, 22 March 2010	Ordinary, RM100,000	60%	60%	Wholesaler and retailer of optical products/ Malaysia
Modern Eyewear Sdn. Bhd.	Malaysia, 2 October 2020	Ordinary, RM100	55%	55%	Retail sale of spectacles and other optical goods/ Malaysia Indirectly held
MOG (QBM) Sdn. Bhd.	Malaysia, 23 August 2011	Ordinary, RM100	70%	70%	Wholesaler and retailer of optical products/ Malaysia
MOG (TPU) Sdn. Bhd.	Malaysia, 3 August 2011	Ordinary, RM100	80%	80%	Wholesaler and retailer of optical products/ Malaysia
MOG Eyecity Sdn. Bhd.	Malaysia, 21 November 2017	Ordinary, RM100	100%	100%	Business of optometrists and dealers of all kinds of optical apparatus and related accessories/ Malaysia
MOG Eyewear Sdn. Bhd.	Malaysia, 19 January 2005	Ordinary, RM100,000	100%	100%	Retail sale of spectacles and other optical goods/ Malaysia
MOG Eyewear (Kempas) Sdn. Bhd.	Malaysia, 13 April 2017	Ordinary, RM100	60%	60%	Dealer and retailer of optical products/ Malaysia
MOG Eyewear Boutique Sdn. Bhd. ("MOG Eyewear Boutique")	Malaysia, 12 October 2007	Ordinary, RM50,000	70%	70%	Business of trading and dealing in spectacle frames, sunglasses and eye care chemicals/ Malaysia

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	31 March 2022	Principal activities/ place of operation
MOG Eyewear Distribution Sdn. Bhd.	Malaysia, 5 January 2010	Ordinary, RM100	100%	100%	Retail sale of spectacles and other optical goods/ Malaysia
MOG Eyewear Holdings (M) Sdn. Bhd.	Malaysia, 4 October 2001	Ordinary, RM100	100%	100%	Trading in spectacle frames, lenses and related eyes care products/Malaysia
MOG Glasses Sdn. Bhd.	Malaysia, 24 September 2020	Ordinary, RM100	100%	100%	E-commerce for optical products Malaysia
MOG (Hong Kong) Limited	Hong Kong 15 June 2018	Ordinary, RM100	100%	100%	Investment holding/ Hong Kong Indirectly held
MOG Management Sdn. Bhd.	Malaysia, 6 October 2008	Ordinary, RM100,000	100%	100%	Acquire and hold franchises dealing in optical products/ Malaysia
MOG Optometry (HK) Sdn. Bhd. ("MOG Optometry (HK)")	Malaysia, 21 April 2003	Ordinary, RM100,000 Preference, RM157,500	100%	100%	Wholesaler and retailer in optical products/ Malaysia
New Success (Ekocheras) Sdn. Bhd. ("New Success (Ekocheras")	Malaysia, 9 August 2018	Ordinary, RM100	51%	51%	Retail sale of spectacles and other optical goods/ Malaysia
New Success Distribution Sdn. Bhd. ("New Success (Distribution")	Malaysia, 17 October 2014	Ordinary, RM2	50%	50%	Disributor and wholesaler of all kinds of optical products and related accessories/Malaysia

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	31 March 2022	Principal activities/ place of operation
New Success Eyewear Sdn. Bhd. ("New Success (Eyewear")	Malaysia, 10 October 2014	Ordinary, RM100	52%	52%	Retailer of optical products and related accessories/ Malaysia
Optical Arts Sdn. Bhd.	Malaysia, 7 May 2008	Ordinary, RM100,000	100%	100%	Wholesaler and retailer of optical products/ Malaysia
Prestige Eyewear Sdn. Bhd.	Malaysia, 7 September 2017	Ordinary, RM100	80%	80%	Retail sale of spectacles and other optical goods/ Malaysia
Pro Optic Sdn. Bhd.	Malaysia, 9 September 2011	Ordinary, RM100	50%	50%	Wholesaler and retailer of optical products/ Malaysia
Pro Optometry Sdn. Bhd.	Malaysia, 1 November 2021	Ordinary, RM100	51%	51%	Retail sale of spectacles and other optical goods/ Malaysia Indirectly held
Right View Optic Sdn. Bhd. ("Right View Optic")	Malaysia, 14 March 2017	Ordinary, RM100	0%	91%	Dealer and retailer of spectacles and other optical Products/ Malaysia
Success Optic Sdn. Bhd.	Malaysia, 3 August 2010	Ordinary, RM100	51%	51%	Wholesaler and retailer of optical products/ Malaysia
Unique Eyewear Sdn. Bhd.	Malaysia, 3 November 2016	Ordinary, RM100	100%	100%	Trading in spectacle frames, lenses and related eyes care products/Malaysia
Vivo Vision Sdn. Bhd.	Malaysia, 26 August 2016	Ordinary, RM100	60%	60%	Dealer and retailer of optical products/ Malaysia Indirectly held
Yicoyi Company Limited ("Yicoyi")	Hong Kong, 14 December 2017	Ordinary, HKD10,000	100%	100%	Investment holding/ Hong Kong

14. SUBSIDIARIES (Continued)

Financial Name of subsidiary	Place and date of incorporation/ establishment	Issued/ Paid up capital	Attributable equity interest held by the Company 31 December 2022	Attributable equity interest held by the Company 31 March 2022	Principal activities/ place of operation
廣東鯤鵬數科供應鏈管理有限公司 (Guangdong Kunpeng Digital Supply Chain Management Co., Ltd.* ("Guangdong Kunpeng"))	The PRC 9 August 2021	–	100%	100%	Trading of electronic hardware/ the PRC
廣州坤堋數字貿易有限 公司 (Guangzhou Kunpeng Digital Trading Co., Ltd.* ("Guangzhou Kunpeng"))	The PRC 5 July 2022	–	100%	–	Trading of electronic hardware/ the PRC
Positive Oasis Limited	The BVI, 20 August 2021	Ordinary, USD10,000	100%	–	Investment holding/The BVI
Positive Oasis (Hong Kong) Limited	Hong Kong, 14 September 2021	Ordinary, HKD10,000	100%	–	Investment holding/ Hong Kong
深圳柏傲实业有限公司 Shenzhen Baao Industrial Co., Ltd.*	The PRC 5 May 2022	Paid-up capital RMB5,000,000	100%	–	Trading of electronic hardware and accounts receivable financing service/the PRC
Create Tune Development Limited	The BVI, 7 July 2022	Ordinary, USD50,000	100%	–	Investment holding/The BVI
Create Tune (HK) Limited	Hong Kong, 22 July 2022	Ordinary, HKD10,000	100%	–	Investment holding/ Hong Kong
江西馬力智能科技有限公司 (JiangXi Mali Intelligence Technology Company Limited* ("JiangXi Mali"))	The PRC, 9 August 2021	Paid-up capital, RMB10,000,000	100%	–	E-commerce/the PRC

14. SUBSIDIARIES (Continued)

Notes:

a. Notwithstanding the Group held only 50% equity interest in New Success Distribution, due to the fact that there is a joint venture agreement entered into for the Group to appoint majority of the board of the directors of New Success Distribution and other key management personnel of New Success Distribution and to control New Success Distribution's operation by making all significant strategic financial and operating decisions of New Success Distribution of which the operation is highly dependent on the Group (including supply all the merchandise, control the bank accounts and direct the strategic financial and operating activities etc.), New Success Distribution is being treated as a non-wholly owned subsidiary of the Group and 50% equity interest owned by another shareholder of New Success Distribution is being treated as "non-controlling interests".

b. Notwithstanding the Group held only 50% equity interest in Pro Optic, due to the fact that there is a joint venture agreement entered into for the Group to appoint majority of the board of the directors of Pro Optic and other key management personnel of Pro Optic and to control Pro Optic's operation by making all significant strategic financial and operating decisions of Pro Optic of which the operation is highly dependent on the Group (including supply all the merchandise, control the bank accounts and direct the strategic financial and operating activities etc.), Pro Optic is being treated as a non-wholly owned subsidiary of the Group and 50% equity interest owned by other shareholders of Pro Optic is being treated as "non-controlling interests".

c. The maturity date for the redemption of the preference shares shall be determined by the respective subsidiary which shall subject to further changes at the subsidiaries' absolute discretion. The subsidiaries may at their absolute discretion redeem all of the redeemable preference shares at the redemption amount of RM100 per redeemable preference share on or before the maturity date. Any outstanding redeemable preference shares which are not redeemed on or before the maturity date may be redeemed by the subsidiary from the holders at the redemption amount of RM100 per redeemable preference share as may be mutually agreed by the parties at the material time.

   The holders of redeemable preference shares shall carry no right to vote at any general meeting of the subsidiaries except were permitted under law, amongst others, with regard to any proposal to wind-up the subsidiaries, during the winding-up of the subsidiaries and on any proposal that affects the rights and privileges of the redeemable preference shares holders. In any such case, the redeemable preference shares holders shall be entitled to vote together with the holders of ordinary shares and to one vote for each redeemable preference share held.

   Dividends are to be determined by the subsidiaries which shall subject to further changes at the subsidiary's absolute discretion.

   The redemption of the redeemable preference shares shall be exercised by the subsidiaries by making a request to redeem the redeemable preference shares by delivering a duly completed and signed redemption notice to the holders. The redemption notice is irrevocable upon receipt by the holders. Upon receiving the redemption notice, within 14 market days from the date of receipt by the holders, the subsidiaries shall pay such amounts due on the redemption price to the holders in accordance with the amount invested by the holders. Once redeemed, the redeemable preference shares shall not be capable of reissuance.

   The above preference shares, in aggregate amount of RM339,500 (equivalent to approximately RMB512,000), issued by subsidiaries of the Group are classified as non-controlling interests within equity in the consolidated financial statements in accordance with applicable accounting standards because they are redeemable and dividend payments are only at the subsidiaries' absolute discretion.

14. SUBSIDIARIES (Continued)

Notes: (Continued)

d. Guangdong Kunpeng was established in the PRC on 9 August 2021 with registered capital of RMB 6,000,000. The Company holds 100% indirect equity interest in Guangdong Kunpeng. At 31 March 2022, no registered capital of Guangdong Kunpeng has been paid-up. At 31 March 2022, the Group had contracted but not provided capital commitment of RMB6,000,000 in respect of investment in Guangdong Kunpeng. On 8 March 2022, the Group acquired Yicoyi and its wholly-owned subsidiary, Guangdong Kunpeng with HK$10,000 (equivalent to approximately RMB8,110) identifiable assets from an independent third party at a cash consideration of HK$10,000 (equivalent to approximately RMB8,110).

15. INVESTMENT PROPERTIES

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Reconciliation of carrying amounts		
At the beginning of the reporting period	1,874	2,029
Depreciation	(47)	(64)
Exchange realignment	77	(91)
At the end of the reporting period	1,904	1,874
Cost	3,125	3,125
Accumulated depreciation	(1,221)	(1,251)
At the end of the reporting period	1,904	1,874
Fair value	3,296	3,171

The investment properties consist of shoplots in Malaysia with expected useful lives of 50 years.

The fair value of investment properties are under Level 3 of the three-level fair value hierarchy as defined under IFRS 13. At the end of each reporting period, the fair value of investment properties was valued by an independent professional qualified valuer, who has relevant experience in the location and category of the Group's investment properties being valued, on an open market basis by comparison approach assuming sale with the benefit of vacant possession or by making reference to comparable sale evidence as available in the relevant market. Recent sale price of comparable properties in close proximity adjusted for differences in key valuation attributes, such as size and age, were used to value the investment properties. The most significant input into this valuation approach is the price per square feet. The fair value measurement was based on the highest and best use of the investment properties, which did not differ from their existing use.

15. INVESTMENT PROPERTIES (Continued)

The details of the lease income from operating leases are set out in Note 6 to the consolidated financial statements.

Although the risks associated with rights that the Group retains in underlying assets are not considered to be significant, the Group employs strategies to further minimise these risks by ensuring all contracts include clauses requiring the lessee to compensate the Group when a property has been subjected to excess wear-and-tear during the lease term.

16. RIGHT-OF-USE ASSETS

	Shoplots RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Leased properties RMB'000	Total RMB'000
Reconciliation of carrying amounts – year ended 31 March 2021					
At 1 April 2021 (restated)	23,951	1,119	73	–	25,143
Additions	16,907	1,939	172	752	19,770
Termination of leases	(387)	–	–	–	(387)
Depreciation	(16,822)	(489)	(64)	–	(17,375)
Exchange realignment	(1,077)	(53)	(3)	(1)	(1,134)
At 31 March 2022 (restated)	22,572	2,516	178	751	26,017
Reconciliation of carrying amounts – nine months ended 31 March 2022					
At 1 April 2022 (restated)	22,572	2,516	178	751	26,017
Additions	21,043	–	18	–	21,061
Termination of leases	(399)	–	–	–	(399)
Depreciation	(13,402)	(425)	(12)	(187)	(14,026)
Disposal of subsidiaries	(7,041)	–	(16)	–	(7,057)
Reclassification to plant and equipment	–	(120)	–	–	(120)
Exchange realignment	929	83	27	–	1,039
At 31 December 2022	23,702	2,054	195	564	26,515

16. RIGHT-OF-USE ASSETS (Continued)

	Shoplots RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Leased properties RMB'000	Total RMB'000
At 31 March 2022 (restated)					
Cost	44,020	3,476	1,638	751	49,885
Accumulated depreciation	(21,448)	(960)	(1,460)	–	(23,868)
	22,572	2,516	178	751	26,017
At 31 December 2022					
Cost	**38,972**	**2,871**	**1,070**	**751**	**43,664**
Accumulated depreciation	**(15,270)**	**(817)**	**(875)**	**(187)**	**(17,149)**
	23,702	**2,054**	**195**	**564**	**26,515**

The Group leases several assets including shoplots, motor vehicles, leasehold improvements and leased properties.

The leases in respect of shoplots typically run for an initial period of 1 to 3 years (31 March 2022: 1 to 3 years) and the lease term of the remaining right-of-use assets are ranging from 4 to 5 years (31 March 2022: 4 to 5 years).

At 31 December 2022, certain leases in respect of shoplots which were entered into by the Group are secured by a corporate guarantee provided by the Company (31 March 2022: secured by a corporate guarantee provided by the Company.

17. PLANT AND EQUIPMENT

	Computers and software RMB'000	Furniture, fixtures and office equipment RMB'000	Optical equipment RMB'000	Motor vehicles RMB'000	Leasehold Improvements RMB'000	Total RMB'000
Reconciliation of carrying amounts – year ended 31 March 2022 (restated)						
At 1 April 2021 (restated)	439	4,861	5,522	465	523	11,810
Additions	520	2,154	2,511	454	434	6,073
Disposals	(6)	(59)	(216)	(129)	–	(410)
Written off	(6)	(27)	(6)	–	(2)	(41)
Depreciation	(319)	(1,774)	(1,363)	(157)	(212)	(3,825)
Exchange realignment	(20)	(219)	(250)	(21)	(24)	(534)
At 31 March 2022 (restated)	608	4,936	6,198	612	719	13,073
Reconciliation of carrying amounts – nine months ended 31 December 2022						
At 1 April 2022 (restated)	608	4,936	6,198	612	719	13,073
Additions	1,052	2,958	2,610	–	1,853	8,473
Acquisition of subsidiaries	15	–	–	–	–	15
Disposals	(57)	(890)	(297)	(84)	(617)	(1,945)
Disposal of subsidiaries	(357)	(1,322)	(1,812)	–	(184)	(3,675)
Reclassification	–	(4)	–	–	4	–
Reclassification from right-of-use assets	–	–	–	120	–	120
Written off	(1)	(40)	(12)	–	(17)	(70)
Depreciation	(369)	(1,395)	(1,187)	(151)	(293)	(3,395)
Exchange realignment	35	167	230	21	(31)	422
At 31 December 2022	926	4,410	5,730	518	1,434	13,018
At 31 March 2022 (restated)						
Cost	1,978	17,147	13,455	1,226	3,658	37,464
Accumulated depreciation	(1,370)	(12,211)	(7,257)	(614)	(2,939)	(24,391)
	608	4,936	6,198	612	719	13,073
At 31 December 2022						
Cost	2,382	11,867	10,900	928	3,723	29,800
Accumulated depreciation	(1,456)	(7,457)	(5,170)	(410)	(2,289)	(16,782)
	926	4,410	5,730	518	1,434	13,018

18. INVESTMENT IN AN ASSOCIATE

	2022 RMB'000
Unlisted investment	
Cost of investment	157
Share of result of an associate	(62)
Exchange realignment	(2)
	93

Particulars of the Group's associate is as follows:

Name	Particulars of issued share capital	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
Melayan Optometry Sdn. Bhd.	500,000	Malaysia	20	Retail base of spectacles and other optical goods

The Group's shareholdings in the associate's equity shares are indirectly held by the Company through wholly-owned subsidiary.

The Group's associate is accounted for using the equity method in the consolidated financial statements.

18. INVESTMENT IN AN ASSOCIATE (Continued)

The following table illustrates the summarised financial information of the Group's associate extracted from their financial statements:

	2022 RMB'000
Non-current assets	2,041
Current assets	2,024
Current liabilities	(3,601)
Net assets	464
Reconciliation to the Group's interest in the associate:	
Group's share of net assets of the associate	20%
Carrying amount of the investment	93
Revenue	333
Loss for the period	(310)
Total comprehensive expense for the period	(310)
Group's share of result of an associate	(62)

19. INTANGIBLE ASSETS

	IT software platform RMB'000	Credit facility contract RMB'000	License right RMB'000	Total RMB'000
Reconciliation of carrying amounts – year ended 31 March 2022 (restated)				
At 1 April 2021	–	–	–	–
Addition	–	–	284	284
Amortisation	–	–	(33)	(33)
At 31 March 2022 (restated)	–	–	251	251
Reconciliation of carrying amounts – nine months ended 31 December 2022				
At 1 April 2022 (restated)	–	–	251	251
Additions	–	–	304	304
Acquisition of subsidiaries	1,548	72,048	–	73,596
Amortisation	(77)	(2,402)	(59)	(2,538)
Disposal of subsidiaries	–	–	(498)	(498)
Exchange realignment	–	–	2	2
At 31 December 2022	1,471	69,646	–	71,117
At 31 March 2022 (restated)				
Cost	–	–	284	284
Accumulated amortisation	–	–	(33)	(33)
	–	–	251	251
At 31 December 2022				
Cost	1,548	72,048	555	74,151
Accumulated amortisation	(77)	(2,402)	(555)	(3,034)
	1,471	69,646	–	71,117

The IT Software Platform and credit facility contract have finite useful life and are amortised on a straight-line basis over the terms of 5 years and 10 years respectively.

20. GOODWILL

	e-Commerce trading business RMB'000	Credit financing services RMB'000	Total RMB'000
Cost			
At 1 April 2021, 31 March 2022 and at 1 April 2022	–	–	–
Addition	87,164	84,953	172,117
At 31 December 2022	87,164	84,953	172,117
Accumulated impairment			
At 1 April 2021, 31 March 2022 and at 1 April 2022	–	–	–
Charge for the period	–	–	–
At 31 December 2022	–	–	–
Carrying values			
At 31 December 2022	87,164	84,953	172,117
At 31 March 2022	–	–	–

For the purpose of impairment assessment, the goodwill and intangible assets (note 19) arising on the acquisition of subsidiaries has been allocated to the CGU of digital trading and financing services business which was acquired during the period ended 31 December 2022. As at 31 December 2022, the directors conducted a review of the recoverable amount of the CGUs containing the goodwill and intangible assets, and determined that there is no impairment of the CGU containing that goodwill and intangible assets.

The recoverable amount of the CGU has been determined by based on value in use calculations covering a five-year budget followed by an extrapolation of expected cash flows at the growth rates approved by the directors of the Company. The following table sets forth each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill and intangible assets as at 31 December 2022:

20. GOODWILL (Continued)

	31 December 2022	
	e-Commerce trading business	Credit financing services
Average growth rate within the five-year period	9%	7.64%
Pre-tax discount rate	16.20%	14.20%
Terminal growth rate	2.50%	2.50%

The recoverable amounts of the subsidiaries acquired exceeded its carrying value accordingly. No impairment provision was considered necessary to be provided as at 31 December 2022. The directors of the Group believes that any reasonably possible changes in the key estimation of the VIU calculations would not cause the carrying amounts to exceed its recoverable amounts.

21. INVENTORIES

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Merchandise	44,923	43,171
Less: Provision for inventories	(6,497)	(6,271)
	38,426	36,900

During the nine months ended 31 December 2022 and year ended 31 March 2022, there was a decrease in the net realisable value of certain merchandise due to obsolescence and diminishing marketability as a result of changes in the market condition. Therefore, a write-down of approximately RMB226,000 (year ended 31 March 2022: approximately RMB1,547,000 (restated)) has been recognised in profit or loss.

22. TRADE AND OTHER RECEIVABLES

	Notes	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Trade receivables			
From third parties		5,751	218,007
Less: Loss allowances	40	(65)	(21)
	22(a)	5,686	217,986
Other receivables			
Deposits paid		28,151	951
Prepayments		1,586	2,349
Refundable rental and other related deposits		7,475	11,864
Other receivables		13,388	4,241
Consideration receivable from disposal of subsidiaries		13,710	–
Acquired receivables	22(b)	120,038	–
Less: Loss allowances		(5,421)	–
		178,927	19,405
Less: non-current portion of			
– Other receivables		–	(1,611)
– Acquired receivables	22(b)	(47,464)	–
		131,463	17,794
		137,149	235,780

22. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

The ageing of trade receivables, net of loss allowances, based on the date of delivery of goods at the end of each reporting period is as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Within 30 days	3,408	217,725
31 to 60 days	195	15
61 to 90 days	1,367	142
Over 90 days	781	104
	5,751	217,986

At the end of each reporting period, the ageing analysis of the trade receivables, net of loss allowances, by due date is as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Not yet due	3,408	217,725
Past due:		
Within 30 days	195	15
31 to 60 days	1,367	142
61 to 90 days	781	104
	2,343	261
	5,751	217,986

The Group normally grants credit term to third parties ranges from 30 to 60 days (31 March 2022: ranges from 30 to 60 days) from the date of delivery of goods.

22. TRADE AND OTHER RECEIVABLES (Continued)

(b) Acquired receivables

The acquired receivables represent receivables for financing services business (net of allowance for expected credit losses) of approximately RMB120,038,000 (31 March 2022: nil) due from independent third parties.

23. FIXED DEPOSITS WITH LICENSED BANKS

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Fixed deposits – pledged	2,203	2,078
Fixed deposits – non-pledged	17,163	79,498
	19,366	81,576

The carrying amounts of fixed deposits with licensed banks are denominated in the following currencies:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
RM	17,417	80,122
HK$	384	353
Singapore dollar ("SGD")	374	361
USD	809	740
RMB	382	–
	19,366	81,576

At 31 December 2022, fixed deposits with licensed banks of approximately RMB2,203,000 (31 March 2022: RMB2,077,000 (restated)) are pledged as securities for a banking facility granted to the Group. None of such facility was utilised by the Group at 31 December 2022.

The fixed deposits with licensed banks generally have maturity periods over three months but less than one year and bearing annual interest rates ranging from 0.8% to 2.60% (31 March 2022: 0.08% to 3.35%) for the nine months ended 31 December 2022.

24. BANK BALANCES AND CASH

Cash at banks earn interest at floating rates based on daily bank deposit rates. The carrying amounts of bank balances and cash are denominated in the following currencies:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
RM	41,454	69,370
HK$	22,458	2
SGD	9	3,740
USD	3,822	4,099
RMB	278	–
	68,021	77,211

25. TRADE AND OTHER PAYABLES

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Trade payables to third parties	18,089	232,776
Other payables		
Contract liabilities	4,574	3,409
Salaries and allowances payable	9,793	5,171
Accrued charges and other payables	28,670	8,059
Amounts due to minority interests of subsidiaries	3,823	4,611
	46,860	21,250
	64,949	254,026

The trade payables are interest-free and normal credit terms up to 120 days.

25. TRADE AND OTHER PAYABLES (Continued)

(a) Trade payables

At the end of each reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Within 30 days	16,647	224,413
31 to 60 days	1,259	4,153
61 to 90 days	69	2,672
Over 90 days	114	1,538
	18,089	232,776

(b) Contract liabilities

The movements (excluding those arising from increases and decreases both occurred within the same reporting period) of contract liabilities from contracts with customers within IFRS 15 during the nine months ended 31 December 2022 and year ended 31 March 2022 are as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
At the beginning of the reporting period	3,409	473
Receipt of advanced payments	6,706	3,414
Recognised as revenue	(3,206)	(1,131)
Disposal of subsidiaries	(2,053)	–
Advanced payments forfeited	(497)	–
Exchange realignment	215	653
At the end of the reporting period	4,574	3,409

The Group applies the practical expedient and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

25. TRADE AND OTHER PAYABLES (Continued)

(c) Amounts due to minority interests of subsidiaries

The amounts due are non-trade in nature, unsecured, interest-free and repayable on demand.

26. INTEREST-BEARING BORROWING

At the end of each reporting period, details of the interest-bearing borrowing of the Group are as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Interest-bearing borrowing – unsecured	721	–

At 31 December 2022, the unsecured bank borrowing carried weighted average effective interest rate of approximately 4.35% per annum. The interest-bearing borrowing represents floating rate borrowing.

At the end of each reporting period, details of the maturity of interest-bearing borrowing of the Group are as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Carrying amounts of the above borrowing are repayable:		
Within one year	721	–

27. LEASE LIABILITIES

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Analysed for reporting purposes:		
Current liabilities	13,518	14,478
Non-current liabilities	12,949	11,628
	26,467	26,106

The leases of certain premises for retail stores in Malaysia call for additional rentals, which will be based on a certain percentage of revenue of the operations being undertaken therein pursuant to the terms and conditions as stipulated in the respective tenancy agreements. As the future revenue of these retail stores could not be accurately determined as at the end of the reporting period, the relevant contingent rental has not been included. Such variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liabilities and therefore are charged to profit or loss (included in "other rental and related expenses") in the accounting period in which they are incurred.

During the nine months ended 31 December 2022, the Group received rent concessions during the period of severe social distancing and travel restriction measures introduced to constrain the spread of COVID-19. The amount received was approximately RMB508,000 (year ended 31 March 2022: approximately RMB4,297,000 (restated)) which was recognised as other income in Note 6.

Certain leases impose a restriction that the right-of-use assets can only be used by the Group. For leases over shoplots, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

27. LEASE LIABILITIES (Continued)

The total cash outflow for leases (including other rental and related expenses in Note 8) for the nine months ended 31 December 2022 was approximately RMB22,694,000 (year ended 31 March 2022: approximately RMB25,870,000 (restated)).

Commitments and present value of lease liabilities:

	Lease payments		Present value of lease payments	
	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Amounts payable:				
Within one year	14,191	15,122	13,518	14,478
More than one year, but not Exceeding two years	9,857	7,964	9,585	7,701
More than two years, but not Exceeding five years	3,425	4,012	3,364	3,927
	27,473	27,098		
Future finance charges	(1,006)	(992)		
Present value of lease liabilities	26,467	26,106	26,467	26,106
Less: Amounts due for settlement within 12 months			(13,518)	(14,478)
Amounts due for settlement after 12 months			12,949	11,628

At 31 December 2022, the weighted average effective interest rate for the lease liabilities of the Group was approximately 3.44% (31 March 2022: approximately 3.84%) per annum.

28. PROVISIONS

The movements of provisions were as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Provisions for restoration costs:		
At the beginning of the reporting period	1,638	1,577
Additional provisions	87	172
Utilised during the year	–	(41)
Reversal of provisions for restoration costs	(22)	–
Disposal of subsidiaries	(677)	–
Exchange realignment	44	(70)
At the end of the reporting period/year	1,070	1,638

Pursuant to the terms of the respective tenancy agreements entered into by the Group, the Group is required to return its leased properties to the conditions as stipulated in the tenancy agreements at the expiration of the corresponding lease term as appropriate. The provision for restoration costs is estimated based on certain assumptions and estimates made by the Group's management with reference to historical restoration costs and/or other available market information. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

29. DEFERRED TAXATION

(a) The deferred tax assets are made up of the following:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
At the beginning of the reporting period	1,852	1,979
Charge to profit or loss	(186)	(38)
Disposal of subsidiaries	(471)	–
Exchange realignment	52	(89)
At the end of the reporting period	1,247	1,852

The movements in the Group's deferred tax assets for the reporting period were as follows:

	Accrued revenue and costs RMB'000	Capital Allowance RMB'000	Accelerated tax depreciation RMB'000	Total RMB'000
At 1 April 2021 (restated)	2,202	36	(259)	1,979
Income tax credit	358	(9)	(387)	(38)
Exchange realignment	(99)	(2)	12	(89)
At 31 March 2022 (restated) and 1 April 2022 (restated)	2,461	25	(634)	1,852
Income tax credit (charge)	(684)	(3)	30	(657)
Exchange realignment	71	2	(21)	52
At 31 December 2022	1,848	24	(625)	1,247

29. DEFERRED TAXATION (Continued)

(b) The deferred tax liabilities are made up of the following:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
At the beginning of the reporting period	–	–
Acquisition of subsidiaries	18,399	–
Credit to profit or loss	(620)	–
At the end of the reporting period	17,779	–

The movements in the Group's deferred tax liabilities for the reporting period were as follows:

	Amortisation allowance in excess of related intangible assets RMB'000	**Total** RMB'000
At 1 April 2021 (restated)	–	–
Income tax credit	–	–
Exchange realignment	–	–
At 31 March 2022 (restated) and 1 April 2022 (restated)	–	–
Income tax credit	(620)	(620)
At 31 December 2022	(620)	(620)

30. SHARE CAPITAL

	Number of shares	HK$	Equivalent to RMB'000
Ordinary share of HK$0.01 each			
Authorised:			
At 1 April 2021 (restated), 31 March 2022 (restated), 1 April 2022 (restated) and 31 December 2022	2,000,000,000	20,000,000	18,232
Issued and fully paid:			
At 1 April 2021 (restated), 31 March 2022 (restated) and 1 April 2022 (restated)	500,000,000	5,000,000	4,474
Shares issued for acquisition of subsidiaries	98,992,805	989,928	877
At 31 December 2022	598,992,805	5,989,928	5,351

On 6 September 2022, 98,992,805 new ordinary shares of HK$2.98 each of the Company issued as the consideration shares for the acquisition of Positive Oasis Limited. Share capital and share premium of approximately HK$990,000 (equipment to approximately RMB877,000) and approximately HK$294,999,000 (equivalent to approximately RMB256,981,000) respectively were recorded based on the quoted price of the shares as the date of acquisition.

31. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, agents, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 23 March 2020 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

At 30 September 2022, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 47,840,000, representing 8.0% the shares of the Company in issue at that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

31. SHARE OPTION SCHEME (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 10 days from the date of the offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and vests immediately and ends on a date which is not later than ten years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Detail of share options outstanding during the nine months ended 31 December 2022 are as follows:

Name	Date of grant	Exercisable period	Exercise price	Outstanding as at 1 April 2022	Grant during the period	Outstanding as at 31 December 2022
Employee	30 September 2022	30 September 2022 – 29 September 2024	HK$3.048	–	47,840,000	47,840,000
Exercisable at the end of the period					–	47,840,000

No share options were exercised during the nine months ended 31 December 2022. The share options outstanding at 31 December 2022 had a weighted average exercise price of approximately HK$3.048 and a weighted average remaining contractual life of approximately 1.75 years.

The fair value of the share options granted during the nine months ended 31 December 2022 determined at the date of grant using the Binomial Option Pricing Model was approximately HK$1.0237.

31. SHARE OPTION SCHEME (Continued)

The following assumptions were used to calculate the fair values of the share options.

	30 September 2022
Grant date share price	HK3.020
Exercise price	HK3.048
Option life	2 years
Expected volatility (Note)	57.75%
Dividend yield	0%
Risk-free interest rate	3.77%

Notes:

Expected volatility for options was based on historical daily price movements of the Company over a historical period over the previous two years with respect to the option life.

The Binomial model had been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varied with different variables of certain subjective assumptions.

During the nine months ended 31 December 2022, an amount of share-based payment expenses in respect of the Company's share options of HK$48,976,000 (equivalent to RMB41,897,000) had been recognised in the consolidated statement of profit or loss and other comprehensive income with a corresponding adjustment recognised in the Group's share option reserve.

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movement in its reserves is set out below:

	Notes	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Non-current assets			
Investment in a subsidiary		80,384	–*
Current assets			
Prepayment		41	92
Amounts due from subsidiaries	32(a)	276,431	96,372
Bank balances and cash		1,348	3,309
		277,820	99,773
Current liabilities			
Accruals		3,179	833
Net current assets		274,641	98,940
NET ASSETS		355,025	98,940
Capital and reserves			
Share capital	30	5,351	4,474
Reserves	32(b)	349,674	94,466
TOTAL EQUITY		355,025	98,940

* Represent amounts less than RMB1,000.

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 30 March 2023 and signed on its behalf by

Ms. Tang Tsz Yuet
Director

Mr. Zhou Yue
Director

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

(a) Amounts due from subsidiaries

The amounts due are unsecured, interest-free and repayable on demand.

(b) Movement of reserves of the Company

	Share premium RMB'000	Exchange reserve RMB'000	Accumulated loss RMB'000	Total RMB'000
At 1 April 2021 (restated)	94,599	(5,223)	(12,502)	76,874
Profit for the year	–	–	28,894	28,894
Other comprehensive loss:				
Exchange differences on translation of the Company's financial statements to presentation currency	–	(3,165)	–	(3,165)
Total comprehensive (loss)/income for the year	–	(3,165)	28,894	25,729
Transactions with owners:				
Contributions and distributions				
Dividends (Note 13)	–	–	(8,137)	(8,137)
Total transactions with owners	–	–	(8,137)	(8,137)
At 31 March 2022 (restated)	94,599	(8,388)	8,255	94,466

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

(b) Movement of reserves of the Company (Continued)

	Share premium RMB'000	Exchange reserve RMB'000	Share option reserve RMB'000	Accumulated profit/(loss) RMB'000	Total RMB'000
At 1 April 2022 (restated)	94,599	(8,388)	–	8,255	94,466
Loss for the year	–	–	–	(55,120)	(55,120)
Other comprehensive income:					
Exchange differences on translation of the Company's financial statements to presentation currency	–	11,450	–	–	11,450
Total comprehensive income/(loss) for the year	–	11,450	–	(55,120)	(43,670)
Transactions with owners:					
Contributions and distributions					
Issued shares for acquisition of Subsidiaries	256,981	–	–	–	256,981
Share-based payment	–	–	41,897	–	41,897
Total transactions with owners	256,981	–	41,897	–	298,878
At 31 December 2022	351,580	3,062	41,897	(46,865)	349,674

33. RESERVES

(a) Share premium

Share premium represents the excess of the net proceeds from issuance of the Company's shares over its par value. Under the laws of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

(b) Capital reserve

The capital reserve represents the aggregate amount of the nominal value of the issued/paid-up capital of the entities now comprising the Group less consideration paid to acquire the relevant interests (if any), after adjusting the issued/paid-up capital held by those attributable to the non-controlling interests prior to the Reorganisation.

(c) Statutory reserve

Statutory reserve is required to be appropriated from profit after income tax of the entity established in the PRC, determined in accordance with the relevant laws and regulations in the PRC. Allocation to the statutory reserve shall be approved by the board of directors of the PRC entity. The appropriation to statutory reserve may cease if the balance of the statutory reserve has reached 50% of the registered capital of the PRC entity. The statutory reserve can be used to make up for losses, expand the existing operation or for conversion into capital. The PRC entity may, upon the approval by a resolution of shareholders' general meeting/board of directors' meeting, convert the statutory reserve into capital in proportion to the then existing shareholdings. However, when converting the statutory reserve into capital, the balance of such reserve remaining unconverted must not be less than 25% of the registered capital of that entity.

(d) Exchange reserve

The translation reserve comprises all foreign exchange differences arising from the translation of foreign operations for consolidation and the translation of the Company's financial statements to presentation currency.

(e) Other reserve

The other reserve comprises the difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid/received arising from the changes in ownership interests in subsidiaries that do not result in a loss of control.

34. NON-CONTROLLING INTERESTS

The following table shows the information relating to non-wholly owned subsidiaries that have material non-controlling interests ("NCI") during the nine months ended 31 December 2022 and year ended 31 March 2022. The summarised financial information represents amounts before inter-company eliminations.

	MOG Eyewear Boutique	Pro Optic	Modern Pride	Metro Designer Eyewear	Evershine Eyewear	New Success Eyewear Group (Note)
At 31 December 2022						
Proportion of NCI's ownership interests	30%	50%	40%	20%	29%	48%
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Current assets	2,587	1,597	1,759	2,183	1,750	6,107
Non-current assets	2,046	380	952	1,526	1,453	2,320
Current liabilities	(1,620)	(736)	(1,641)	(1,095)	(1,355)	(3,501)
Non-current liabilities	(582)	–	(167)	(413)	(612)	(513)
Net assets	2,431	1,241	903	2,201	1,236	4,413
Carrying amount of NCI	729	621	361	440	358	2,118
Nine months ended 31 December 2022						
Revenue	4,798	3,272	2,852	4,017	3,904	12,625
Other income	80	3	35	54	43	386
Expenses	(4,089)	(2,605)	(2,359)	(3,597)	(3,452)	(10,704)
Profit and total comprehensive income	789	670	528	474	495	2,307
Total comprehensive income attributable to NCI	237	335	211	95	144	1,107
Dividends paid to NCI	1,060	227	499	530	303	908
Net cash flows generated from/(used in):						
Operating activities	275	14	(241)	89	(55)	48
Investing activities	(456)	(299)	486	(411)	964	(2,208)
Financing activities	(650)	(56)	811	(624)	(61)	(106)

34. NON-CONTROLLING INTERESTS (Continued)

	MOG Eyewear Boutique	Pro Optic	Modern Pride	Metro Designer Eyewear	Exon Optical House	New Success Eyewear Group (Note)
At 31 March 2022 (restated)						
Proportion of NCI's ownership interests	30%	50%	40%	20%	40%	48%
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Current assets	2,820	1,209	1,261	2,539	3,528	3,880
Non-current assets	2,340	593	190	1,761	441	2,398
Current liabilities	(1,448)	(763)	(331)	(1,255)	(1,742)	(2,443)
Non-current liabilities	(870)	(180)	(59)	(747)	–	(1,075)
Net assets	2,842	859	1,061	2,298	2,227	2,760
Carrying amount of NCI	853	430	424	460	891	1,325
Year ended 31 March 2022						
Revenue	4,907	3,400	2,550	4,326	7,585	10,482
Other income	254	104	89	162	411	1,358
Expenses	(4,631)	(3,025)	(2,108)	(4,178)	(7,561)	(12,230)
Profit and total comprehensive income/(loss)	530	479	531	310	435	(390)
Total comprehensive income/(loss) attributable to NCI	159	240	212	62	174	(187)
Dividends paid to NCI	–	303	242	–	303	1,382
Net cash flows generated from/(used in):						
Operating activities	535	504	346	721	1,109	3,296
Investing activities	(977)	(3)	(133)	(245)	(86)	142
Financing activities	(390)	(930)	(516)	(309)	(957)	(4,288)

Note: New Success Eyewear is the holding company of App New Success Eyewear, E Zone Eyewear and New Success (Ekocheras) (collectively, the "New Success Eyewear Group").

35. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES THAT DO NOT RESULT IN A LOSS OF CONTROL

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Net consideration	–	113
Acquisition of additional interests in subsidiaries	–	713
Disposal of interests in subsidiaries without loss of control	–	(83)
Difference recognised in equity	–	743

(a) Acquisition of additional interests in subsidiaries

On 21 April 2021, the Group acquired additional 40% of the equity interests in Right View Optic for a cash consideration of RM40. The Group now holds 91% of the equity interests. The carrying amount of the 40% non-controlling interests in Right View Optic's net assets on the date of acquisition was RM473,209 (approximately RMB713,000). The Group derecognised non-controlling interests of RM473,209 (approximately RMB713,000) and recognised directly in equity attributable to owners of the Company (i.e. other reserve) of RM473,169 (approximately RMB713,000) for the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid.

(b) Disposal of interests in subsidiaries without loss of control

On 7 April 2021, the Group disposed 25% of the equity interests out of 100% interest held in Lux Optical at consideration of RM75,000 (approximately RMB113,000). The carrying amount of the non-controlling interests in Lux Optical's net assets on the date of disposal was RM55,737 (approximately RMB83,000). This resulted in an increase in non-controlling interests of RM55,737 (approximately RMB83,000) and an increase in equity attributable to owners of the Company of RM19,263.

36. ACQUISITION OF SUBSIDIARIES

Acquisition of Positive Oasis Limited

On 21 July 2022, the Company entered into an agreement with an independent third party to acquire 100% equity interest in Positive Oasis Limited and its subsidiaries ("Oasis Group"). The total consideration of the acquisition amounted to HK$137,600,000 which has been satisfied by the issuing of 98,992,805 ordinary shares of the Company. Oasis Group was engaged in the provision of digital retail payment solutions hardware trading and provision of accounts receivable financing service in the PRC. The acquisition was completed on 6 September 2022.

The directors believe that the acquisition of the Oasis Group will complement the Group's new business strategy which involves a digital retail payment solutions hardware trading business and would facilitate better implementation of the strategies of the Company which is to expand its development in the digital retail payment solutions related services in the PRC market

The identifiable assets acquired and liabilities assumed of the Oasis Group at the date of acquisition were as follows:

	6 September 2022 RMB'000
Intangible asset	72,048
Acquired receivables	116,960
Other receivables	1,907
Cash and cash equivalents	2
Deferred tax liabilities	(18,012)
Total identifiable net assets	172,905
Goodwill	84,953
Total purchase consideration	257,858
Total purchase consideration – Settled by issuing ordinary shares of the Company	257,858
Cash and cash equivalents and net cash inflow on acquisition of subsidiaries	2

Had these business been consolidated on 1 April 2022, the Group's revenue and loss for the period would have been approximately increased RMB1,901,000 and decreased RMB1,899,000 respectively. The pro forma information is illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2022, nor it is intended to be a projection of future results.

36. ACQUISITION OF SUBSIDIARIES (Continued)

Acquisition of Create Tune Development Limited

On 12 October 2022, the Company entered into an agreement with an independent third party to acquire 100% equity interest in Create Tune Development and its subsidiaries ("Create Group"). The total consideration of the acquisition amounted to HK$88,000,000 which has been satisfied by cash. Create Group was engaged in E-commerce in the PRC. The acquisition was completed on 14 October 2022.

The directors believe that the acquisition of the Create Group is an opportunity for the Group to diversify its existing business.

The identifiable assets acquired and liabilities assumed of the Create Group at the date of acquisition were as follows:

	14 October 2022 RMB'000
Plant and equipment	15
Intangible asset	1,548
Inventories	68
Trade and other receivables	10,654
Cash and cash equivalents	680
Trade and other payables	(18,075)
Interest-bearing borrowing	(721)
Deferred tax liabilities	(387)
Non-controlling interest	(562)
Total identifiable net assets	(6,780)
Goodwill	87,164
Total purchase consideration	80,384
Total purchase consideration	
– Settled by cash	80,384
Cash consideration	80,384
Less: cash and cash equivalents in subsidiaries acquired	(680)
Total cash outflow on acquisition of subsidiaries	79,704

Had these business been consolidated on 1 April 2022, the Group's revenue and loss for the period would have been increased approximately RMB7,662,000 and RMB4,059,000 respectively. The pro forma information is illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2022, nor it is intended to be a projection of future results.

37. DISPOSAL OF SUBSIDIARIES

During the nine months ended 31 December 2022, the Group entered into agreements with certain independent third parties to dispose of all the interests in certain subsidiaries. These subsidiaries were engaged in wholesale and retail of optical products, franchise and licence management and related accessories in Malaysia.

The following table summarises the aggregate net assets and liabilities of the subsidiaries disposed of during the current period and the financial impacts are summarised as follows:

	Sales of optical products RMB'000	Franchise and licence management RMB'000	Total RMB'000
Non-Current Assets			
Property, plant and equipment	3,525	150	3,675
Right-of-use assets	6,934	123	7,057
Deferred tax assets	500	–	500
Intangible asset	–	498	498
Current Assets			
Inventories	9,400	–	9,400
Trade receivables	25	–	25
Other receivable, deposits and prepayments	1,280	10,809	12,089
Tax recoverable	65	–	65
Fixed deposit with licensed bank	2,823	–	2,823
Cash and cash equivalents	11,114	2,300	13,414
Non-Current Liabilities			
Finance lease liabilities	(3,121)	–	(3,121)
Provision of restoration cost	(236)	(26)	(262)
Deferred tax liabilities	(29)	–	(29)

37. DISPOSAL OF SUBSIDIARIES (Continued)

	Sales of optical products RMB'000	Franchise and licence management RMB'000	Total RMB'000
Current Liabilities			
Trade payables	(3,520)	(98)	(3,618)
Others payables & accruals	(15,473)	(3,743)	(19,216)
Contract liabilities	(2,053)	–	(2,053)
Amount due to holding company MEHSB	(6,136)	(11,522)	(17,658)
Provision for restoration cost	(415)	–	(415)
Lease liabilities	(3,906)	(125)	(4,031)
Net assets/(liabilities) disposed of	777	(1,634)	(857)
Less: Non-controlling interest	(3,011)	799	(2,212)
Net liabilities and non-controlling interest disposed of	(2,234)	(835)	(3,069)
Add: sales loan	12,924	–	12,924
Gain on disposal of subsidiaries	2,444	1,403	3,847
	13,134	568	13,702
Total sales consideration:			
Cash consideration received	–	568	568
Consideration receivable	13,134	–	13,134
	13,134	568	13,702
Analysis of cash and cash equivalents in respect of the disposal:			
Cash consideration	–	568	568
Less: Cash and cash equivalents disposed of	(11,114)	(2,300)	(13,414)
Net cash outflow on disposal of subsidiaries	(11,114)	(1,732)	(12,846)

38. RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the consolidated financial statements, during the nine months ended 31 December 2022 and year ended 31 March 2022, further information of the related party transactions is set out below.

(a) Related party transactions of the Group:

Name of the related party	Nature of transaction	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Dato' Ng Kwang Hua and Dato' Ng Chin Kee	Rental expenses	54	109

Note:

Dato' Ng Kwang Hua has significant influence over the company.

(b) Remuneration for key management personnel (including directors) of the Group:

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000 (restated)
Salaries, discretionary bonus, allowances and other benefits in kind	2,875	5,182
Contributions to defined contribution plan	248	405
	3,123	5,587

Further details of the directors' remuneration are set out in Note 9.

39. ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

In addition to the information disclosed elsewhere in the consolidated financial statements, the Group had the following major non-cash transactions:

During the nine months ended 31 December 2022, the Group entered into certain lease arrangements in respect of leased assets with capital value at the inception of leases of approximately RMB21,061,000 (year ended 31 March 2022: approximately RMB19,770,000 (restated)).

(b) Reconciliation of liabilities arising from financing activities

The movements during the nine months ended 31 December 2022 and year ended 31 March 2022 in the Group's liabilities arising from financing activities are as follows:

	At April 2022 RMB'000	Net cash flows RMB'000	Non-cash changes: Additions RMB'000	Termination Of lease RMB'000	COVID-19-Related rent concessions RMB'000	Interest expense RMB'000	Acquisition of subsidiaries RMB'000	Disposal of subsidiaries RMB'000	Exchange realignment RMB'000	At 31 December 2022 RMB'000
Nine months ended 31 December 2022										
Interest-bearing borrowing	–	–	–	–	–	–	721	–	–	721
Lease liabilities	26,106	(14,381)	21,061	(451)	(508)	749	–	(7,152)	1,043	26,467
Total liabilities from financing activities	26,106	(14,381)	21,061	(451)	(508)	749	721	(7,152)	1,043	27,188

	At April 2021 RMB'000	Net cash flows RMB'000	Non-cash changes: Additions RMB'000	Termination Of lease RMB'000	COVID-19-Related rent concessions RMB'000	Interest expense RMB'000	Exchange realignment RMB'000	At 31 March 2022 RMB'000
Year ended 31 March 2022 (restated)								
Interest-bearing borrowing	2,037	(1,948)	–	–	–	–	(89)	–
Lease liabilities	25,436	(18,828)	19,770	(395)	(4,297)	909	3,511	26,106
Total liabilities from financing activities	27,473	(20,776)	19,770	(395)	(4,297)	909	3,422	26,106

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments comprise trade and other receivables, fixed deposits with licenced banks, bank balances and cash, trade and other payables, interest-bearing borrowing and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Interest rate risk

The Group's interest-bearing borrowing and lease liabilities issued at fixed rates expose the Group to fair value interest-rate risk.

Foreign currency risk

The Group's transactions are mainly denominated in RM and RMB.

Certain financial assets and financial liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities (i.e. RMB) and therefore exposed to foreign currency risk. The carrying amounts of those financial assets and liabilities are analysed as follows:

	Financial assets		Financial liabilities	
	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)	31 December 2022 RMB'000	31 March 2002 RMB'000 (restated)
HK$	41,096	4,543	3,183	833
RM	78,991	216,942	36,451	216,104
USD	18,687	4,480	156	128
SGD	383	361	–	–

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

	31 December 2022		31 March 2022	
	Increase (decrease) In foreign exchange rates	Effect on profit before tax RMB'000	Increase (decrease) in foreign exchange rates	Effect on profit before tax RMB'000 (restated)
HK$	10%	3,791	10%	371
	(10%)	(3,791)	(10%)	(371)
RM	10%	4,254	10%	84
	(10%)	(4,254)	(10%)	(84)
USD	10%	1,853	10%	435
	(10%)	(1,853)	(10%)	(435)
SGD	10%	38	10%	36
	(10%)	(38)	(10%)	(36)

The sensitivity analysis has been determined assuming that the changes in foreign exchange rates had occurred at the end of each reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period.

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of each reporting period does not reflect the exposure during the nine months ended 31 December 2022 and year ended 31 March 2022.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The carrying amount of financial assets recognised on the consolidated financial statements, which is net of loss allowances, represents the Group's exposure to credit risk on these financial assets without taking into account the credit enhancements.

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Trade and other receivables	183,027	235,042
Fixed deposits with licensed banks	19,366	81,576
Bank balances and cash	68,021	77,211
	270,414	393,829

Trade receivables from third parties

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, debtor balances are monitored on an ongoing basis and the Group's exposure to bad debts is being managed.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer as well as the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

At 31 December 2022, the Group had a concentration of credit risk as approximately 19% (31 March 2022: approximately 99%) of the total trade receivables was due from the Group's largest trade debtor, and approximately 67% (31 March 2022: approximately 99%) of the total trade receivables was due from the Group's five largest trade debtors. The Group manages the concentration of credit risk by broadening the customer base of the Group.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Trade receivables from third parties (Continued)
The Group's customer base consists of a wide range of customers and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises loss allowances based on lifetime ECL at each reporting date. The management estimated the expected credit losses taking into account the historical credit loss experience and market credit loss rate, adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

There was no change in the estimation techniques or significant assumptions made during the nine months ended 31 December 2022 and year ended 31 March 2022.

The information about the exposure to credit risk and ECL for trade receivables at 31 December 2022 is summarised as follows:

At 31 December 2022

	Expected loss rate RMB'000	Gross carrying amount RMB'000	Loss allowance RMB'000
Not past due	0.79	3,435	27
Within 30 days past due	–	195	–
31 to 60 days past due	1.22	1,384	17
61 to 90 days past due	–	737	–
		5,751	44

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Trade receivables from third parties (Continued)
At 31 March 2022

	Expected loss rate RMB'000	Gross carrying amount RMB'000 (restated)	Loss allowance RMB'000 (restated)
Not past due	–*	217,742	17
Within 30 days past due	–*	15	–
31 to 60 days past due	1.39	144	2
61 to 90 days past due	1.40	106	2
		218,007	21

* Less than 0.01%

The Group does not hold any collateral over trade receivables at 31 December 2022 and 31 March 2022.

At 31 December 2022, the Group recognised the loss allowance of approximately RMB44,000 (31 March 2022: RMB21,000 (restated)) on the trade receivables. The movement in the loss allowance for trade receivables during the nine months ended 31 December 2022 and year ended 31 March 2022 is summarised below.

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Balance at the beginning of the reporting period	21	–
Increase in allowance	44	21
Balance at the end of the reporting period	65	21

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Other receivables

The management of the Group considers that the other receivables have low credit risk based on the borrowers' strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on other receivables is measured on 12-month ECL. In estimating the ECL, the management of the Group has taken into account the historical actual credit loss experience over the past years and the financial position of the counterparties, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case.

There was no change in the estimation techniques or significant assumptions made during the nine months ended 31 December 2022 and year ended 31 March 2022.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

There was no change in the estimation techniques or significant assumptions made during the nine months ended 31 December 2022 and year ended 31 March 2022.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The movement in the loss allowance for expected credit losses relating to other receivables are set out as follows:

	Nine months ended 31 December 2022 RMB'000	Year ended 31 March 2022 RMB'000
At the beginning of the reporting period	–	–
Increase in allowance	5,421	–
Reversal of allowance	–	–
At the end of the reporting period	5,421	–

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Fixed deposits with licensed banks and bank balances and cash

The management of the Group considers the credit risk in respect of fixed deposits with licensed banks and bank balances and cash is minimal because the counterparties are authorised financial institutions with high credit ratings.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group has no specific policy for managing its liquidity. The undiscounted contractual maturity profile of the Group's financial liabilities at the end of each reporting period, based on the contractual undiscounted payments, is summarised below:

	Total carrying amount RMB'000	Total contractual Undiscounted cash flow RMB'000	On demand or less than 1 year RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000
At 31 December 2022					
Trade and other payables	60,375	60,375	60,375	–	–
Lease liabilities	26,467	27,473	14,191	9,857	3,425
	86,842	87,848	74,566	9,857	3,425
At 31 March 2022 (restated)					
Trade and other payables	250,617	250,617	250,617	–	–
Lease liabilities	26,106	27,098	15,122	7,964	4,012
	276,723	277,715	265,739	7,964	4,012

41. FAIR VALUE MEASUREMENTS

All financial assets and liabilities are carried at amounts not materially different from their fair values at the end of each reporting period.

Information about the Group's fair values of investment properties under Level 3 of the three-level fair value hierarchy as defined under IFRS 13 is set out in Note 15.

42. COMMITMENTS

(a) Commitments under operating leases

The Group as lessor

The Group leases out its investment properties under operating leases with average lease terms of three years. The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Within one year	237	175
Over one year	382	27
	619	202

(b) Capital expenditure commitment

	31 December 2022 RMB'000	31 March 2022 RMB'000 (restated)
Contracted but not provided, net of deposit paid for the acquisition of plant and equipment	–	251

43. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for equity owners of the Company. The Group manages its capital structure and makes adjustments, including payment of dividend, call for additional capital from equity owners of the Company or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the nine months ended 31 December 2022 and year ended 31 March 2022.

44. EVENTS AFTER THE REPORTING PERIOD

As at 31 December 2022, the Group has no materials events after reporting period which are required to be disclosed.

Financial Summary

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years. The financial information for the years ended 31 March 2020, 2021 and 2022 and the nine months ended 31 December 2022 are extracted from the consolidated financial statement in the respective annual reports while for the year ended 31 March 2019 is extracted from the Prospectus.

	Years ended 31 March				Nine months ended 31 December
	2019	2020	2021	2022	2022
	RM'000	RM'000	RM'000	RMB'000 (restated)	RMB'000
Revenue	133,615	147,126	99,223	349,803	550,032
(Loss)/profit before tax	29,498	20,782	17,481	26,433	(14,035)
Income tax expenses	(6,747)	(6,955)	(5,227)	(7,533)	(9,444)
(Loss)/profit for the period/year	22,751	13,827	12,254	18,900	(23,479)
(Loss)/profit for the period/year attributable to:					
Owners of the Company	20,641	10,900	9,922	15,294	(27,856)
Non-controlling interest	2,110	2,927	2,332	3,606	4,377
	22,751	13,827	12,254	18,900	(23,479)

	Years ended 31 March				Nine months ended 31 December
	2019	2020	2021	2022	2022
	RM'000	RM'000	RMB'000 (restated)	RMB'000 (restated)	RMB'000
ASSETS AND LIABILITIES					
Total assets	99,242	109,143	261,091	479,100	596,719
Total liabilities	(42,200)	(45,540)	(61,163)	(281,770)	(110,986)
	57,042	63,603	199,928	197,330	485,733
Equity attributable to:					
Owners of the Company	51,910	56,684	189,962	188,085	474,652
Non-controlling interest	5,132	6,919	9,966	9,245	11,081
	57,042	63,603	199,928	197,330	485,733