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**MAN KING HOLDINGS LIMITED**

**萬景控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2193)**

**ANNOUNCEMENT OF FINAL RESULTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**FINANCIAL PERFORMANCE HIGHLIGHTS**

Revenue	HK\$452.8 million
Profit attributable to owners of the Company	HK\$42.1 million
Basic earnings per share	HK10.04 cents
Equity attributable to owners of the Company per share	HK\$0.74
Final dividend per share	HK3.5 cents

## RESULTS

The board of directors (the “Board”) of Man King Holdings Limited (the “Company”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2023 together with the comparative figures for the corresponding period for the year ended 31 March 2022 as follows:

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

*For the year ended 31 March 2023*

		2023	2022
	Notes	HK\$'000	HK\$'000
Revenue	3	452,781	408,200
Cost of services		(383,160)	(356,794)
<b>Gross profit</b>		<b>69,621</b>	<b>51,406</b>
Other income	4	3,085	2,206
Other losses, net	5	(569)	(302)
Administrative expenses		(33,986)	(26,800)
<b>Operating profit</b>		<b>38,151</b>	<b>26,510</b>
Finance costs		(413)	(221)
Share of profit of an associate		13,234	14,756
<b>Profit before income tax</b>	6	<b>50,972</b>	<b>41,045</b>
Income tax expenses	7	(8,837)	(4,123)
<b>Profit for the year</b>		<b>42,135</b>	<b>36,922</b>
<b>Other comprehensive income</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Share of other comprehensive income of an associate		4,273	1,232
<b>Total comprehensive income for the year attributable to the owners of the Company</b>		<b>46,408</b>	<b>38,154</b>
<b>Earnings per share for profit attributable to the owners of the Company:</b>			
Basic and diluted per share ( <i>HK cents</i> )	9	10.04	8.79

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*As at 31 March 2023*

	<i>Notes</i>	<b>2023</b> <b>HK\$'000</b>	<b>2022</b> <b>HK\$'000</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>16,270</b>	17,888
Right-of-use assets		<b>13,726</b>	15,559
Investment in an associate		<b>111,750</b>	99,806
Prepayment for property, plant and equipment	11	<b>59</b>	1,447
		<b>141,805</b>	134,700
<b>Current assets</b>			
Inventories		<b>7,510</b>	8,914
Contract assets	10	<b>20,570</b>	61,408
Trade and other receivables	11	<b>38,082</b>	39,516
Amounts due from joint operations		<b>13,646</b>	12,924
Financial assets at fair value through profit or loss		<b>4,592</b>	5,162
Cash and cash equivalents		<b>235,326</b>	153,264
		<b>319,726</b>	281,188
<b>Total assets</b>		<b>461,531</b>	415,888
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital		<b>4,198</b>	4,198
Share premium and other reserves		<b>84,113</b>	94,534
Retained earnings		<b>222,526</b>	180,391
<b>Total equity</b>		<b>310,837</b>	279,123
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities		<b>9,644</b>	12,082
Deferred tax liabilities		<b>1,345</b>	1,672
		<b>10,989</b>	13,754
<b>Current liabilities</b>			
Contract liabilities		<b>28,229</b>	22,092
Trade and other payables	12	<b>87,734</b>	78,764
Amounts due to other partners of joint operations		<b>8,555</b>	11,070
Bank borrowings		<b>2,321</b>	4,118
Lease liabilities		<b>4,329</b>	3,589
Tax liabilities		<b>8,537</b>	3,378
		<b>139,705</b>	123,011
<b>Total liabilities</b>		<b>150,694</b>	136,765
<b>Total equity and liabilities</b>		<b>461,531</b>	415,888

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

## NOTES TO ANNUAL RESULTS

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 12 November 2014 as an exempted company with limited liability under the Companies Law, (Cap. 22, Law 3 of 1961, as combined and revised) of the Cayman Islands. The address of the Company's registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. The Group is principally engaged in the provision of civil engineering works.

The Company is listed on the Main Board of the Stock Exchange.

Its ultimate holding company is LOs Brothers (PTC) Limited and its immediate holding company is Jade Vantage Holdings Limited.

The consolidated financial statements are presented in Hong Kong Dollar ("HK\$") and all values are rounded to the nearest thousand ("HK\$'000"), unless otherwise stated.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss ("FVTPL") which have been measured at fair value.

#### 2.2 Application of amendments to HKFRSs and revised accounting guideline

In the current year, the Group has applied the amendments to HKFRSs and revised accounting guideline issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2022 for the presentation of the consolidated financial statements. The application of the amendments to HKFRSs and revised accounting guideline in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or the disclosures set out in these consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

The Company is an investment holding company and the Group is principally engaged in providing civil engineering services in Hong Kong as main contractor (“Civil Engineering Works”).

The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors review the Group’s internal reporting in order to assess performance and allocate resources. The executive directors have determined the operating segment based on these reports.

The executive directors consider the Group’s operation from a business perspective and determine that the Group has one reportable operating segment being the Civil Engineering Works.

The executive directors assess the performance of the operating segment based on a measure of revenue and gross profit. During the years ended 31 March 2023 and 2022, all the Group’s revenue were from contracts with customers and were recognised over time and derived from operations in Hong Kong.

As at 31 March 2023 and 2022, the Group’s non-current assets are all located in Hong Kong except for the investment in an associate. The Group’s associate is incorporated in Hong Kong and principally operating in Pakistan.

### 4. OTHER INCOME

	2023 <i>HK\$’000</i>	2022 <i>HK\$’000</i>
Management fee income	415	420
Dividend income from financial assets at FVTPL	292	313
Bank interest income	1,681	29
Others	697	1,444
	<u>3,085</u>	<u>2,206</u>

### 5. OTHER LOSSES, NET

	2023 <i>HK\$’000</i>	2022 <i>HK\$’000</i>
Fair value changes of financial assets at FVTPL	(570)	(488)
Net exchange gain	30	140
(Loss)/gain on disposal of property, plant and equipment	(29)	46
	<u>(569)</u>	<u>(302)</u>

## 6. PROFIT BEFORE INCOME TAX

	2023 HK\$'000	2022 HK\$'000
Profit before income tax is arrived at after charging:		
Employee benefit expenses ( <i>Note</i> )	87,953	74,374
Auditor's remuneration	1,323	1,260
Depreciation of property, plant and equipment	6,420	5,371
Depreciation of right-of-use assets	4,438	2,660
Write-off of property, plant and equipment	–	29
Cost of construction materials	48,303	26,886
Subcontracting charges	240,886	238,650

*Note:* For the year ended 31 March 2023, government grants of approximately HK\$2,690,000 (2022: Nil) from the employment support scheme had been offset in “employee benefit expenses”.

## 7. INCOME TAX EXPENSES

	2023 HK\$'000	2022 HK\$'000
Hong Kong Profits Tax		
– Current year	9,164	2,451
Deferred taxation	(327)	1,672
	8,837	4,123

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits for the year.

## 8. DIVIDEND

A final dividend for the year ended 31 March 2023 of HK3.5 cents (2022: HK3.5 cents) per ordinary share, totaling approximately HK\$14,694,000 (2022: HK\$14,694,000) based on 419,818,000 shares has been proposed by the Board of Directors of the Company and is subject to approval by the shareholders at the forthcoming annual general meeting.

## 9. EARNINGS PER SHARE

Basic earnings per share for the year is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2023	2022
Profit attributable to owners of the Company ( <i>HK\$'000</i> )	<b>42,135</b>	36,922
Weighted average number of ordinary shares in issue ( <i>thousands</i> )	<b>419,818</b>	419,818
Basic and diluted earnings per share ( <i>HK cents</i> )	<b>10.04</b>	8.79

For the purpose of determining the diluted earnings per share amount, no adjustment has been made to the basic earnings per share amount for the years ended 31 March 2023 and 2022 as the Group had no potentially dilutive ordinary shares in issue during these years.

## 10. CONTRACT ASSETS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current		
Unbilled revenue of civil engineering works		
– Ongoing project	<b>7,298</b>	10,182
– Completed project	–	40,000
Retention receivables of civil engineering works	<b>13,272</b>	11,226
	<b>20,570</b>	61,408
Retention receivables of civil engineering works		
Due within one year	<b>1,661</b>	5,536
Due after one year	<b>11,611</b>	5,690
	<b>13,272</b>	11,226

## 11. TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables	21,217	25,990
Current		
Other receivables, deposits and prepayments:		
– Deposits	6,201	8,420
– Other receivables	271	207
– Prepaid expenses	10,393	4,899
	<u>16,865</u>	<u>13,526</u>
Non-current		
– Prepayment for property, plant and equipment	59	1,447
	<u>38,141</u>	<u>40,963</u>

Trade debtors are normally due within 30–60 days from customers' certification date.

The ageing analysis of the Group's trade receivables based on customers' certification date at the end of each reporting period is as follows:

	2023 HK\$'000	2022 HK\$'000
0–30 days	14,602	25,108
31–60 days	6,615	247
Over 60 days	–	635
	<u>21,217</u>	<u>25,990</u>

## 12. TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	36,017	38,594
Retention payables	29,939	23,137
Other payables and accruals:		
– Accrued wages and other staff benefits	7,495	7,116
– Accrued operating expenses	3,062	152
– Others ( <i>Note</i> )	11,221	9,765
	<u>87,734</u>	<u>78,764</u>

*Note:* Others mainly include accrued audit fee, provision of late charges for project and temporary receipt.

The credit period on trade purchases is 30 to 60 days.



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

	<b>2023</b> <b>HK\$'000</b>	2022 <i>HK\$'000</i>
0–30 days	<b>21,668</b>	30,811
31–60 days	<b>11,922</b>	7,438
61–90 days	<b>2,072</b>	55
Over 90 days	<b>355</b>	290
	<hr/> <b>36,017</b> <hr/>	<hr/> 38,594 <hr/>

In the consolidated statement of financial position, retention payables were classified as current liabilities. The ageing analysis of the retention payables based on invoice date was as follows:

	<b>2023</b> <b>HK\$'000</b>	2022 <i>HK\$'000</i>
Due within one year	<b>2,147</b>	6,338
Due after one year	<b>27,792</b>	16,799
	<hr/> <b>29,939</b> <hr/>	<hr/> 23,137 <hr/>

## **DIVIDEND**

The Board recommends the payment of a final dividend of HK3.5 cents (2022: HK3.5 cents) per ordinary share to be payable to shareholders whose names appear in the register of members of the Company on Friday, 8 September 2023.

Subject to the approval of the Company's shareholders at the forthcoming annual general meeting to be held on Monday, 28 August 2023 it is expected that the payment of final dividend will be made on or around Thursday, 21 September 2023.

## **CLOSURES OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the forthcoming annual general meeting to be held on Monday, 28 August 2023 (the "2023 Annual General Meeting"), the register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023, both dates inclusive, during which period no transfer of shares of the Company (the "Shares") will be registered. In order to be eligible to attend and vote at the 2023 Annual General Meeting, the unregistered holders of shares of the Company are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Tuesday, 22 August 2023.

The proposed final dividend is subject to the approval of the shareholders at the 2023 Annual General Meeting. The record date for the proposed final dividend is on Friday, 8 September 2023. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 8 September 2023 if and only if the proposed final dividend is approved by the shareholders at the 2023 Annual General Meeting, during which no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Thursday, 7 September 2023.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

#### **Overview**

The Group is principally engaged in providing civil engineering services in Hong Kong as main contractor.

The engineering works undertaken by the Group are mainly related to (i) roads and drainage (including associated building works and electrical and mechanical works); (ii) site formation (including associated infrastructure works); and (iii) port works (including barging facilities for marine logistics of construction materials). The Group undertakes civil engineering projects in both public and private sectors and, being a main contractor, participates in the procurement of materials, machineries and equipment, selection of subcontractors, carrying out on-site supervision, monitoring work progress and overall co-ordination of day-to-day work of the projects.

As at 31 March 2023, the Group had nine projects in progress, and several completed projects yet to receive the final contract sum, with a total estimated outstanding contract sum and work order value of approximately HK\$922.2 million.

The diversified coal transshipment business of the Group through its 20.3% owned One Belt One Road project in Pakistan continued to bring positive return to the Group. During the year ended 31 March 2023, the Company's share of profit of this One Belt One Road project was approximately HK\$13.2 million.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue for the year ended 31 March 2023 was approximately HK\$452.8 million, representing an increase of approximately 10.9% from approximately HK\$408.2 million in the same period of the last financial year. This increase was mainly due to the combined effect of:

- (i) higher revenue of approximately HK\$1.9 million for a new public sector project just commenced before the year ended 31 March 2023;
- (ii) higher revenue of approximately HK\$135.3 million for six projects in progress during the year ended 31 March 2023;

- (iii) lower revenue of approximately HK\$57.2 million for projects for the year ended 31 March 2023 as compared to the revenue of approximately HK\$217.5 million recognised for the same projects during the prior year; and
- (iv) lower revenue of approximately HK\$35.4 million for projects substantially completed during the year ended 31 March 2023.

### **Gross profit and gross profit margin**

The Group's gross profit for the year ended 31 March 2023 was approximately HK\$69.6 million, representing an increase of approximately 35.4% from approximately HK\$51.4 million in the same period of the last financial year.

The gross profit margin increased from approximately 12.6% for the year ended 31 March 2022 to approximately 15.4% for the year ended 31 March 2023.

The increase in gross profit and gross profit margin were primarily due to a few projects on hand were in several main work phases during the year earning higher profit as expected.

### **Other income**

Other income was approximately HK\$3,085,000 and HK\$2,206,000 for the years ended 31 March 2023 and 2022, respectively. The increase was mainly the net effect of increase in bank interest income by approximately HK\$1,652,000 offset by the decrease in the receipt of government subsidy.

### **Other losses, net**

Other losses for the year ended 31 March 2023 was approximately HK\$569,000 (2022: HK\$302,000) which mainly included the fair value changes of financial assets at fair value through profit or loss and net exchange gain.

### **Administrative expenses**

Administrative expense was approximately HK\$34.0 million, representing an increase of approximately HK\$7.2 million in the same period of the last financial year. The increase was mainly due to the increase in employee benefit expenses (including the staff salaries, other allowances and etc.).

### **Finance costs**

During the year ended 31 March 2023, bank loan interest expenses were approximately HK\$108,000 (2022: HK\$75,000) and interest expenses on the lease liabilities were approximately HK\$305,000 (2022: HK\$146,000). Therefore, total finance costs were approximately HK\$413,000 (2022: HK\$221,000).

## **Share of profit of an associate**

Share of profit of an associate relates to the Group's 20.3% interest in an associate for the provision of bareboat charter and coal transshipment services in Pakistan. The Group's share of profit of an associate for the year ended 31 March 2023 was approximately HK\$13.2 million (2022: HK\$14.8 million).

## **Income tax expenses**

The Group recorded income tax expense of approximately HK\$8,837,000 for the year ended 31 March 2023 (2022: HK\$4,123,000).

## **Profit for the year**

For the year ended 31 March 2023, the Group recorded a net profit of approximately HK\$42.1 million, as compared to a net profit of approximately HK\$36.9 million for the corresponding period in the last financial year. The increase was mainly due to the improvement of gross profit margins of construction projects.

## **Liquidity and Financial Resources**

As at 31 March 2023, the Group had cash and cash equivalents of approximately HK\$235.3 million (2022: HK\$153.3 million), which were mainly denominated in Hong Kong dollars. There is no major exposure to foreign exchange rate fluctuations. The Group has not adopted any currency hedging policy or other hedging instruments. The Group will continue to monitor its exposure to currency risks closely.

As at 31 March 2023, the Group had a total of interest bearing bank borrowing of approximately HK\$2.3 million (2022: HK\$4.1 million), with a repayable on demand clause. Such borrowings were denominated in Hong Kong dollars, carried at variable interest rate and had no financial instrument for hedging purpose.

The Group had available unutilised bank borrowing facilities of approximately HK\$20.7 million as at 31 March 2023 (2022: HK\$20.7 million).

## **Capital Structure and Gearing Ratio**

As at 31 March 2023, total equity was approximately HK\$310.8 million (2022: HK\$279.1 million) comprising ordinary share capital, share premium and reserves.

The gearing ratio of the Group, defined as a percentage of interest bearing liabilities divided by the total equity, was approximately 0.7% as at 31 March 2023 (2022: 1.5%).

## **Pledge of Assets**

As at 31 March 2023 and 2022, the Group had no pledged bank deposits. Deposits of approximately HK\$3,323,000 (2022: HK\$3,323,000) has been placed and pledged to an insurance institution to secure obligations under the performance bonds issued by an institution to a customer of the Group.

## **Capital Commitments**

The Group had capital commitments on capital expenditure of property, plant and equipment contracted for but not recognised as liabilities of approximately HK\$137,000 as at 31 March 2023 (2022: HK\$948,000).

## **Performance Bonds and Contingent Liabilities**

Certain customers of construction contracts undertaken by the Group require the group entities to issue guarantees for the performance of contract works in the form of performance bonds and secured either by other deposits or pledged bank deposits. The performance bonds are released when the construction contracts are completed or substantially completed.

As at 31 March 2023 and 2022, the Group had no outstanding performance bonds issued by banks and the outstanding performance bonds issued by insurance institutions were approximately HK\$3,323,000 (2022: HK\$3,323,000).

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 March 2023, the Group had an aggregate of 177 full-time employees (2022: 171 full-time employees). Employee costs excluding directors' emoluments totalled approximately HK\$78.9 million for the year ended 31 March 2023 (2022: HK\$64.7 million). For the year ended 31 March 2023, government grants of approximately HK\$2.7 million (2022: Nil) from the employment support scheme have been offset with the employee costs. The Group was in compliance with Employment Ordinance, Employees' Compensation Ordinance and other applicable regulations, and salary payment was made on time without any dispute. The Group recruited and promoted the employees according to their strength and development potential. The Group determined the remuneration packages of all employees including the directors with reference to individual performance and current market salary scale.

## FUTURE OUTLOOK

The Group has secured one new public port works contract with its joint venture partner in December 2022 with contract sums of HK\$155.0 million. Including the other three public contracts awarded at the end of 2020, the Group is in its full swing and the revenue has reached its peak at approximately HK\$452.8 million. The Group actively leveraged on its advantages in the industry and maintained good and sustainable relationship with the sub-contractors to boost the local growth and competitiveness and to bolster its expanding operation scale in the next few years.

The 20.3% owned One Belt One Road project in Pakistan completed its fourth coal transshipment operation season in early May 2023. The coal transshipment operation was upset by the soaring price of the imported coal and the depreciation of Pakistan Rupees leading to lower liquidity of the Pakistan's customer to purchase the imported coal which led to a significant decrease in volume of coal transshipped during the fourth coal transshipment operation season. The decrease in volume of coal transshipped was offset by an increase in charter hire income. The effect of the decrement of the coal transshipment revenue is not expected to have material impact to the performance of the One Belt One Road project as the charter hire income shares a heavy weight of its overall revenue.

During the year ended 31 March 2023, the Group received dividends from River King Management Holdings Limited ("River King" and together with its subsidiaries, the "River King Group") totaling to approximately HK\$5.6 million (31 March 2022: approximately HK\$15.0 million). The decrease in the amount of dividends received from River King for the year ended 31 March 2023 was mainly resulted from a longer repayment cycle of trade receivables of the charter hire income as the fund settlement depended on the level of US Dollar reserve of the Government of Pakistan. Therefore, a prudent strategy in dividend distribution was undertaken by the River King Group during the current year. The Company will continuously monitor the operation of River King Group and recommend cash distribution as appropriate when profit earning is in line with our expectation. The Group has received dividends in the total amount of approximately HK\$39.5 million from River King since its operation.

Overall, the Group's share of profit of an associate amounted to approximately HK\$13.2 million this year, representing a decrease of approximately 10.8% as compared to approximately HK\$14.8 million in the prior year.

Apart from the Belt & Road project, the Group continues to seek other investment opportunity aiming to earn reasonable constant return as well as the diversification. The Group has also benefited in the use of innovative technologies and artificial intelligence to boost productivity, efficiency and safety which aims at improving the Group's gross profit. The Group's gearing ratio remains low with healthy liquidity. Together with strong working capital management, the Group is ready for any new investment opportunity in the future and actively involves in project tender.

Despite facing complicated and stringent business environment such as severe labor shortage and occupational safety and health regulations, with the concerted efforts of all employees, the Group surmounted the challenges, forged ahead and continued to consolidate its overall competitive advantages in the industry and to maintain a sustainable development of the Group.

## **SIGNIFICANT INVESTMENT**

The Group holds a 20.3% equity interest (comprising 2,030 ordinary shares) in River King Group through Rich Partner Global Limited, a direct wholly-owned subsidiary of the Company. The River King Group is principally engaged in a One Belt One Road project involving the bareboat charter hiring and transshipment of coal by vessels owned or built by the River King Group to a coal fired power station located in Pakistan. The Group's total investment in River King up to 31 March 2023 was approximately HK\$96.7 million. No market fair value was available for this private investment as at 31 March 2023. The Group invested in River King with a view to maintaining a sustainable growth and maximizing shareholder return through business diversification. To that end, the Group has been actively involved in the development and operation of the coal transshipment project since its participation. During the year ended 31 March 2023, the Group's share of results of River King was approximately HK\$13.2 million. Considering the accumulated distributable reserve available of River King, the Group received cash dividends from the project totaling approximately US\$0.7 million (equivalent to approximately HK\$5.6 million) for the year.

Save as aforesaid, the Company did not hold any other significant investment during the year ended 31 March 2023.

## **MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES**

During the year ended 31 March 2023, there was no material acquisition or disposal of subsidiaries and associated companies by the Company.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended 31 March 2023.

## **CORPORATE GOVERNANCE**

The Company has adopted, applied and complied with the code provisions of the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") during the year ended 31 March 2023, except for provision C.2.1 in respect of the separate roles of the chairman and chief executive officer.



According to provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lo Yuen Cheong is the Chairman and Chief Executive Officer of the Company, responsible for the financial and operational aspects of the Group, and is jointly responsible for the formulation of business development strategies of the Group. The Board believes that vesting the roles of both Chairman and Chief Executive Officer has the benefit of managing the Group's business and overall operation in an efficient manner. The Board considers that the balance of power and authority under the present arrangement will not be impaired in light of the operations of the Board with half of them being independent non-executive Directors. The Company will review the structure from time to time and shall adjust the situation when suitable circumstance arises.

Details of corporate governance principles and practices of the Company will be set out in Annual Report 2022/2023.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the directors.

Upon specific enquiry with all the Directors, all Directors have confirmed that they have complied with the required standards set out in the Model Code for the year ended 31 March 2023.

## **AUDIT COMMITTEE**

The Company established the audit committee ("Audit Committee") with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. As at the date of this announcement, the Audit Committee comprises of four members, namely Mr. Leung Wai Tat Henry, Ms. Chan Wai Ying, Ms. Chau Wai Yung and Prof. Lo Man Chi.

The Audit Committee has reviewed and discussed the annual results for the year ended 31 March 2023. The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2023 as set out in the preliminary announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by PricewaterhouseCoopers on the preliminary announcement.

## **ANNUAL GENERAL MEETING**

The notice of the 2023 Annual General Meeting will be published and despatched to the shareholders in the manner as required by the Listing Rules in due course.

## **PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT**

This announcement is published on the Company's website ([www.manking.com.hk](http://www.manking.com.hk)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)). The Annual Report 2022/2023 containing all the information required by the Listing Rules will be published on the websites of the Company and the Stock Exchange, and despatched to the shareholders of the Company in due course.

By order of the Board  
**Man King Holdings Limited**  
**Lo Yuen Cheong**  
*Chairman and Executive Director*

Hong Kong, 28 June 2023

*As at the date of this announcement, the Board comprises Mr. Lo Yuen Cheong, Mr. Lo Yick Cheong, as executive Directors; Ms. Chan Wai Ying as non-executive Director; and Mr. Leung Wai Tat Henry, Prof. Lo Man Chi, Ms. Chau Wai Yung as independent non-executive Directors.*