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Century Group International Holdings Limited

世紀集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020

The board (the “**Board**”) of directors (the “**Directors**”) of Century Group International Holdings Limited (the “**Company**”) is pleased to present the unaudited interim results of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 30 September 2020 (the “**Reporting Period**”), together with the comparative figures for the corresponding period in 2019:

FINANCIAL HIGHLIGHTS

- Revenue of the Group for the Reporting Period amounted to approximately HK\$104.5 million (for the six months ended 30 September 2019: approximately HK\$136.0 million).
- Loss attributable to owners of the Company for the Reporting Period amounted to approximately HK\$10.2 million (for the six months ended 30 September 2019: profit attributable to owners of the Company approximately HK\$249,000).
- Basic and diluted loss per share for the Reporting Period amounted to approximately HK cents 1.26 (earnings per Share for the six months ended 30 September 2019: approximately HK cents 0.03).
- The Board does not declare any interim dividend for the Reporting Period (for the six months ended 30 September 2019: nil).

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020

		Six months ended	
		30 September	
		2020	2019
	<i>Notes</i>	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Revenue	4	104,476	136,044
Cost of sales and services		<u>(116,304)</u>	<u>(125,331)</u>
Gross (loss) profit		(11,828)	10,713
Other income, other gains and losses	5	8,331	886
Administrative expenses		(7,466)	(11,558)
Finance costs		<u>(10)</u>	<u>(625)</u>
Loss before taxation		(10,973)	(584)
Income tax credit	6	<u>823</u>	<u>833</u>
(Loss) profit for the period		<u>(10,150)</u>	<u>249</u>
(Loss) profit for the period attributable to:			
Owners of the Company		(10,174)	249
Non-controlling interest		<u>24</u>	<u>–</u>
		(10,150)	249
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of a foreign operation		<u>5</u>	<u>–</u>
Other comprehensive income for the period		<u>5</u>	<u>–</u>
Total comprehensive (expense) income for the period		<u>(10,145)</u>	<u>249</u>
Total comprehensive (expense) income for the period attributable to:			
Owners of the Company		(10,169)	249
Non-controlling interest		<u>24</u>	<u>–</u>
		(10,145)	249
(Loss) earnings per share (HK cents)			
– Basic and diluted	7	<u>(1.26)</u>	<u>0.03</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2020

		As at 30 September 2020 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2020 <i>HK\$'000</i> <i>(Audited)</i>
Non-current assets			
Plant and equipment		8,222	12,820
Right-of-use assets		253	471
Goodwill		–	2
		<u>8,475</u>	<u>13,293</u>
Current assets			
Inventories		–	28
Trade and other receivables, deposits and prepayments	9	13,588	7,450
Contract assets		44,699	56,475
Restricted bank balances		15,547	15,455
Bank balances and cash		10,400	27,579
		<u>84,234</u>	<u>106,987</u>
Current liabilities			
Trade and other payables	10	24,181	40,517
Lease liabilities		262	442
		<u>24,443</u>	<u>40,959</u>
Net current assets		<u>59,791</u>	66,028
Total assets less current liabilities		<u>68,266</u>	79,321
Non-current liabilities			
Lease liabilities		–	38
Deferred tax liability		811	1,659
		<u>811</u>	<u>1,697</u>
Net assets		<u>67,455</u>	<u>77,624</u>
Capital and reserves			
Share capital		8,048	8,048
Reserves		59,407	69,576
Total equity		<u>67,455</u>	<u>77,624</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve (note) <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 April 2019 (audited)	7,678	102,392	–*	–	(32,230)	77,840	–	77,840
Profit and total comprehensive income for the period	–	–	–	–	249	249	–	249
Issue of shares upon placing	370	7,844	–	–	–	8,214	–	8,214
Direct expenses of placing	–	(285)	–	–	–	(285)	–	(285)
At 30 September 2019 (unaudited)	<u>8,048</u>	<u>109,951</u>	<u>–</u>	<u>–</u>	<u>(31,981)</u>	<u>86,018</u>	<u>–</u>	<u>86,018</u>
At 1 April 2020 (audited)	8,048	109,951	–*	–*	(40,375)	77,624	–*	77,624
Loss for the period	–	–	–	–	(10,174)	(10,174)	24	(10,150)
Exchange differences arising on translation of a foreign operation	–	–	–	5	–	5	–	5
Total comprehensive expense for the period	–	–	–	5	(10,174)	(10,169)	24	(10,145)
Disposal of subsidiaries	–	–	–	–	–	–	(24)	(24)
At 30 September 2020 (unaudited)	<u>8,048</u>	<u>109,951</u>	<u>–*</u>	<u>5</u>	<u>(50,549)</u>	<u>67,455</u>	<u>–</u>	<u>67,455</u>

Note: Merger reserve represents the difference between the nominal value of the issued capital of subsidiaries acquired pursuant to a group reorganisation over the consideration paid for acquiring these subsidiaries.

* *Less than HK\$1,000*

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020

	Six months ended	
	30 September	
	2020	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
NET CASH USED IN OPERATING ACTIVITIES	(15,894)	(36,309)
INVESTING ACTIVITIES		
Purchase of plant and equipment	(1,095)	(150)
Net cash outflow on disposal of subsidiaries	(61)	–
Proceeds from disposals of plant and equipment	–	383
Interest received	94	78
NET CASH (USED IN) FROM INVESTING ACTIVITIES	(1,062)	311
FINANCING ACTIVITIES		
Repayment of lease liabilities	(218)	–
Interest paid	(10)	(667)
Issue of shares upon placing	–	8,214
Direct expenses of placing	–	(285)
Other loan raised	–	30,000
Shareholders' loans raised	9,000	10,676
Repayment of shareholders' loans	(9,000)	(10,676)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(228)	37,262
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(17,184)	1,264
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	27,579	12,997
Effect of foreign exchange rate changes	5	–
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD REPRESENTED BY BANK BALANCES AND CASH	10,400	14,261

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1. GENERAL

Century Group International Holdings Limited (the “Company”) was incorporated and registered as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 31 March 2016 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 17 October 2016. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the interim report.

The Company is an investment holding company. C & H Engineering Company Limited (“C&H”), being the principal subsidiary of the Company, is principally engaged in provision of construction and site formation works.

The condensed consolidated financial information is presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION

The condensed consolidated financial information of the Group for the six months ended 30 September 2020 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

3. ACCOUNTING POLICIES

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies applied and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2020 are consistent with those of the annual financial statements for the year ended 31 March 2020, as described in those annual financial statements.

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group’s condensed consolidated financial statements:

HKAS 1 and 8 (Amendments)	Definition of Material
HKAS 39, HKFRS 7 and HKFRS 9 (Amendments)	Interest Rate Benchmark Reform
HKFRS 3 (Amendments)	Definition of a Business

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or the disclosures set out in these condensed consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Disaggregation of revenue from contracts with customers

	Six months ended 30 September	
	2020	2019
	HK\$'000	HK\$'000
Sales of liquefied natural gas	20,363	–
Revenue from construction contracts	84,113	136,044
	<u>104,476</u>	<u>136,044</u>

Timing of revenue recognition

	Six months ended 30 September	
	2020	2019
	HK\$'000	HK\$'000
Over time	84,113	136,044
At a point in time	20,363	–
	<u>104,476</u>	<u>136,044</u>

(b) Segment information

Information reported to the directors of the Group, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance is based on the nature of business.

Segment profit represents the profit earned by each segment without allocation of central administration costs, other income, other gains and losses and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

CODM make decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as CODM do not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

The following is an analysis of the Group's revenue and results by reportable segments which are also the operating segments for the periods under review:

(i) Segment revenues and results

Six months ended 30 September 2020

	Construction and site formation business HK\$'000	Trading Business HK\$'000	Total HK\$'000
Revenue from external customers	84,113	20,363	104,476
Segment result	<u>(17,491)</u>	<u>546</u>	(16,945)
Unallocated administrative expenses			(2,349)
Finance costs			(10)
Other income, other gains and losses			<u>8,331</u>
Loss before taxation			<u><u>(10,973)</u></u>

Six months ended 30 September 2019

	Construction business HK\$'000	Trading Business HK\$'000	Total HK\$'000
Revenue from external customers	136,044	–	136,044
Segment result	<u>5,369</u>	<u>–</u>	5,369
Unallocated administrative expenses			(6,214)
Finance costs			(625)
Other income, other gains and losses			<u>886</u>
Loss before taxation			<u><u>(584)</u></u>

5. OTHER INCOME, OTHER GAINS AND LOSSES

	Six months ended	
	30 September	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Bank interest income	94	78
Gain on disposals of plant and equipment	–	383
Gain on disposal of subsidiaries	26	–
Refund of contributions from the Mandatory Provident Fund Scheme	7	331
Subsidies from Employment Support Scheme	7,896	–
Others	308	94
	<u>8,331</u>	<u>886</u>

6. INCOME TAX CREDIT

	Six months ended	
	30 September	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Current tax		
Republic of China (“PRC”) People’s Enterprise Income Tax	(25)	–
Deferred taxation	848	833
	<u>823</u>	<u>833</u>

Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI as there is no income tax imposed in these jurisdictions.

No provision for Hong Kong Profits Tax has been made for both periods as there were no assessable profits generated.

In accordance with the “Notice on implementing Generalised Preferential Tax Treatment for Small Low-profit Enterprises” (Caishui [2019] No. 13), the Group’s PRC entities which are qualified as small and thin profit enterprises with an annual taxable income of RMB1 million or less enjoyed a preferential tax rate of 20% on 25% of its taxable income, with the residual 75% exempted.

7. (LOSS) EARNINGS PER SHARE

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

	Six months ended 30 September	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
(Loss) earnings		
(Loss) profit for the period attributable to the owners of the Company	<u>(10,174)</u>	<u>249</u>
	Six months ended 30 September	
	2020	2019
	<i>'000</i>	<i>'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic (loss) earnings per share	<u>804,750</u>	<u>768,357</u>

The diluted (loss) earnings per share is equal to the basic (loss) earnings per share as there were no dilutive potential ordinary shares outstanding during both periods.

8. DIVIDENDS

No dividend was paid, declared or proposed during the interim period, nor has any dividend been declared since the end of the interim period (six months ended 30 September 2019: nil).

9. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	As at 30 September 2020 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2020 <i>HK\$'000</i> <i>(Audited)</i>
Trade receivables	7,829	4,368
Prepayments, deposits and other receivables	<u>5,759</u>	<u>3,082</u>
	<u>13,588</u>	<u>7,450</u>

The Group does not hold any collateral over these balances.

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. The following is an aged analysis of trade receivables, presented based on the date of the certified report and invoice date which approximates revenue recognition date at the end of each reporting period:

	As at 30 September 2020 HK\$'000 (Unaudited)	As at 31 March 2020 HK\$'000 (Audited)
0 to 30 days	7,753	2,150
31 to 60 days	21	1,708
61 to 365 days	55	510
	<u>7,829</u>	<u>4,368</u>

10. TRADE AND OTHER PAYABLES

	As at 30 September 2020 HK\$'000 (Unaudited)	As at 31 March 2020 HK\$'000 (Audited)
Trade payables	10,869	16,363
Retention payables	1,629	4,681
Accrued expenses and other payables	11,683	19,473
	<u>24,181</u>	<u>40,517</u>

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

	As at 30 September 2020 HK\$'000 (Unaudited)	As at 31 March 2020 HK\$'000 (Audited)
0 to 30 days	6,535	7,417
31 to 60 days	1,238	4,959
61 to 90 days	1,695	676
91 to 365 days	1,401	3,311
	<u>10,869</u>	<u>16,363</u>

11. DISPOSAL OF SUBSIDIARIES

On 01 September 2020, the Group disposed of its entire 51% equity interest in 世紀銳連（臨海）經貿有限公司 which holds 100% equity interest in 世紀銳連（台州）進出口有限公司, at a cash consideration receivable of RMB45,000 (equivalent to approximately HK\$51,000.) The net assets of the subsidiaries disposed of were approximately HK\$25,000 on the completion date of the disposal. The disposal resulted in a gain of approximately HK\$26,000. Net cash outflow arising from the disposal is approximately HK\$61,000.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the Reporting Period, the Group was engaged to undertake site formation works in Hong Kong as a subcontractor and the Group has started the trading of liquefied natural gas (“LNG”) in China in March 2020.

Construction and site formation services

During the Reporting Period, revenue amounted to approximately HK\$84.1 million, approximately HK\$51.9 million lower than the corresponding period in 2019. Such decrease was mainly attributable to the keen competition in this period under review and the largest project in Kwun Tong District was in its later stage where revenue from this project dramatically declined over the period, from approximately HK\$61.9 million for the six months ended 30 September 2019 to approximately HK\$34.2 million for the six months ended 30 September 2020. During the Reporting Period, the Group was awarded four projects with total contract sum of approximately HK\$23.8 million whereas in contrast the Group was awarded two new projects with total contract sum of approximately HK\$50.3 million for the six months ended 30 September 2019.

As at 30 September 2020, there were ten projects on hand with the total contract sum of HK\$504.1 million and outstanding contract sum of HK\$119.9 million (as at 30 September 2019: six projects with total outstanding contract sum of HK\$166.2 million). Out of these ten projects on hand, five of them were in its later construction stage, with total contract sum of HK\$81.7 million and HK\$310.0 million are expected to be completed in the years ending 31 March 2021 and 2022 respectively and out of the remaining five projects, one project is expected to be completed in the year ending 31 March 2021 and four of them with total contract sum of HK\$107.5 million are expected to be completed in the year ending 31 March 2022.

Below set out a list of projects completed during the Reporting Period and those projects which are still in progress as at 30 September 2020:

Site Location	Type of Work	Status	Contract Sum (HK\$'Million)
Islands District	Airport road diversion and reinstatement of footpath	Completed	13.6
Islands District	Earthworks, excavation and lateral support works (the "ELS") and breaking off pile heads	In progress	13.6
Kwun Tong District	Site formation works	In progress	310.0
Southern District	Site formation, ELS and slope stabilisation works	In progress	60.4
Islands District	Drainage and duck works	In progress	2.3
Shatin District	Site clearance, demolition work and earthwork	In progress	32.6
Islands District	Road and drainage works	In progress	61.4
Sai Kung District	Temporary road diversion works*	In progress	4.9
Kowloon City District	Desilting works*	In progress	5.4
Southern District	Excavation works*	In progress	3.4
Southern District	Underground drainage works*	In progress	10.1

* Newly awarded in the period under review.

Trading of LNG

The revenue of Group for the trading of LNG in the reporting period was HK\$20.4 million. When the temperature drops in the winter, the revenue for the business is expected to be increased. The board of directors is still optimistic for the business.

Financial Review

The Group recorded revenue of approximately HK\$104.5 million for the Reporting Period, representing a decrease of approximately 31.5 million or 23.2% compared with approximately HK\$136.0 million for the corresponding period in 2019. The decrease was mainly due to keen competition under prevailing market conditions, which resulted in lower contract sum awarded, though number of projects award increased, and the Kwun Tong district project was in its later stage with lesser revenue certified by the main-contractor.

The Group's total gross loss amounted to approximately HK\$11.8 million for the Reporting Period, turning profit into loss compared to the six months ended 30 September 2019 (for the six months ended 30 September 2019: gross profit of approximately HK\$10.7 million). The Group's overall gross loss margin during the Reporting Period was approximately 11.3% (for the six months ended 30 September 2019: gross profit margin of approximately 7.9%).

The turnaround of gross profit to gross loss was mainly attributable to i) certain projects with lower gross profit margin were undertaken during the period as a result of the lower bidding prices on the new tenders, ii) an increase in labour cost which resulted in the increase in direct costs and iii) increase in labour cost, depreciation and overhead costs for a site formation project in Kwun Tong District due to longer construction period as a result of delay in work progress.

The other revenue of the Group for the Reporting Period amounted to approximately HK\$8.3 million, representing an increase of approximately HK\$7.4 million or 822.2% compared with approximately HK\$0.9 million for the corresponding period of 2019. The increase was mainly attributable to the subsidies of HK\$7.8 million from Employment Support Scheme of Hong Kong Special Administrative Region Government due to the Covid-19 pandemic in the period.

The administrative expenses of the Group for the Reporting Period amounted to approximately HK\$7.5 million, representing a decrease of approximately HK\$4.1 million or 35.3% compared with approximately HK\$11.6 million for the corresponding period of 2019. The decrease was mainly attributable to the one-off payments in the last period of a performance bonus of HK\$3 million to two directors in a subsidiary and a compensation of HK\$2.3 million to a staff who resigned from the Group in the last period.

Finance costs for the Group during the Reporting Period was dropped to HK\$10 thousand as compared with HK\$625 thousand in the corresponding period of 2019 primarily due to no loan raised in the period under review.

For the Reporting Period, the Group recorded a net loss of approximately HK\$10.2 million, as compared to the net profit of approximately HK\$0.2 million for the corresponding period in 2019. The turnaround from profit to loss was mainly attributable to the decrease in turnover and increase in the cost of sales leading to the gross loss as discussed above.

Prospects

During the Reporting period, the global economy remains uncertain and the competition in construction market is relatively keen. The Group will continue to focus on site formation works as Hong Kong business and trading of LNG in China. The Covid-19 affected seriously the business of the Group, especially the Hong Kong business. Many projects

are either reduced in size or delayed. The Group will keep on improving the effectiveness and project management skills of our site formation works, and seeking potential business opportunities that will broaden the sources of income and enhance value to the shareholders.

Liquidity, Financial Resources and Capital Resources

As at 30 September 2020, the Group had bank balances of approximately HK\$10.4 million (31 March 2020: approximately HK\$27.6 million).

The gearing ratio is calculated based on the amount of total interest-bearing debts divided by total equity. As at 30 September 2020, the gearing ratios of the Group were nil (31 March 2020: Nil).

Pledge of Assets

As at 30 September 2020, the Group did not pledge any assets to secure any loans.

Foreign Exchange Risk

The Group mainly operates in Hong Kong and China. Most of the operating transactions such as sales, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. They are very stable in the period under review. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements if and when they arise. Therefore, the Group has not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the Reporting Period.

Employees and Remuneration Policy

As at 30 September 2020, the Group employed 197 staff (31 March 2020: 211 staff). Total staff costs including directors' emoluments for the Reporting Period, amounted to approximately HK\$42.6 million (for the six months ended 30 September 2019: approximately HK\$37.2 million). The salary and benefit levels of the employees of the Group are competitive and individual performance is rewarded through the Group's salary and bonus system. The Group conducts annual review on salary increase, discretionary bonuses and promotions based on the performance of each employee.

During the Reporting Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

Capital Structure

During the six months ended 30 September 2020, there has been no change in capital structure of the Company. The capital of the Company comprises ordinary shares and capital reserves.

Capital Commitments

As at 30 September 2020, the Group did not make any capital commitments (31 March 2020: nil).

Contingent Liabilities

As at 30 September 2020, our Group did not have any significant contingent liabilities (31 March 2020: nil).

Purchase, sale and redemption of the Company's listed securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

Interim dividend

The Board has resolved not to declare any interim dividend for the Reporting Period (for the six months ended 30 September 2019: nil).

Compliance with the corporate governance code

The Group recognise the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code during the Reporting Period and, where appropriate, the applicable recommended best practices of the CG Code.

Compliance with the Model Code

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Model Code. In response to a specific enquiry by the Company, all Directors have confirmed that they complied with the requirements of the Model Code during the Reporting Period.

Audit Committee

The Company has established an audit committee (the “Audit Committee”) in accordance with the requirements of the Listing Rules with terms of reference aligned with the provision of the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee is to serve as a focal point for communication between other directors, the external auditors, and the management as their duties relate to financial and other reporting, internal controls, risk management and the audits; and to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, be satisfying themselves as to the effectiveness of the Company’s risk management and internal controls systems and as to the efficiency of the audits. The Audit Committee comprises three independent non-executive directors, namely Mr. Tang Chi Wai (Chairman), Mr. Law Ka Ming Michael and Mr. Chung Man Lai.

Review of interim results

The Group’s unaudited condensed consolidated interim results and financial report for the Reporting Period have been reviewed and approved by the Audit Committee.

By order of the Board of
Century Group International Holdings Limited
Wang Feng
Chairman

Hong Kong, 30 November 2020

As at the date of this announcement, the Board comprises Mr. Wang Feng, Mr. Ip Wai Sing as executive Directors and Mr. Law Ka Ming Michael, Mr. Chung Man Lai and Mr. Tang Chi Wai as independent non-executive Directors.