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**Min Fu International Holding Limited**  
**民富國際控股有限公司**

(formerly known as Zhicheng Technology Group Ltd.)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8511)

**ANNUAL RESULTS ANNOUNCEMENT**  
**FOR THE YEAR ENDED 31 MARCH 2022**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”) of Min Fu International Holding Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

## RESULTS

The board of Directors (the “**Board**”) of the Company presents the audited consolidated financial results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2022, together with the comparative audited figures for the year ended 31 March 2021 as follows:

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|   | Notes | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|---|-------|------------------|------------------|
| Revenue   | 4     | 31,514           | 39,962           |
| Cost of sales   | 5     | (18,946)         | (23,582)         |
| <b>Gross profit</b>   |       | <b>12,568</b>    | <b>16,380</b>    |
| Selling and marketing expenses  | 5     | (4,345)          | (5,345)          |
| Administrative expenses   | 5     | (18,338)         | (18,425)         |
| Net (provision for)/reversal of impairment on financial assets        |       | (11)             | 32               |
| Other income  | 6     | 230              | 609              |
| Other gains/(losses) – net  | 6     | 823              | 455              |
| <b>Operating loss</b>   |       | <b>(9,073)</b>   | <b>(6,294)</b>   |
| Finance income  | 5     | 4                | 15               |
| Finance costs   | 5     | (286)            | (112)            |
| Finance costs – net   | 5     | (282)            | (97)             |
| <b>Loss before income tax</b>   |       | <b>(9,355)</b>   | <b>(6,391)</b>   |
| Income tax credit   | 7     | 110              | 3,052            |
| <b>Loss for the year attributable to owners of the Company</b>        |       | <b>(9,245)</b>   | <b>(3,339)</b>   |
| <b>Other comprehensive income</b>                                     |       |                  |                  |
| <i>Item that may be reclassified subsequently to profit or loss:</i>  |       |                  |                  |
| Exchange differences arising on translation of foreign operation      |       | 2,383            | 2,682            |
| <b>Other comprehensive income for the year, net of income tax</b>     |       | <b>2,383</b>     | <b>2,682</b>     |
| <b>Total comprehensive loss attributable to owners of the Company</b> |       | <b>(6,862)</b>   | <b>(657)</b>     |
| <b>Loss per share</b>   |       |                  |                  |
| – Basic and diluted (HK\$)  | 8     | (0.02)           | (0.01)           |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

|   | <i>Notes</i> | <b>2022</b><br><b>HK\$'000</b> | <b>2021</b><br><b>HK\$'000</b> |
|---|--------------|--------------------------------|--------------------------------|
| <b>ASSETS</b>                                       |              |                                |                                |
| <b>Non-current assets</b>                           |              |                                |                                |
| Property and equipment                              |              | 10,137                         | 467                            |
| Right-of-use assets                                 |              | 41                             | 329                            |
| Intangible assets                                   |              | 6,748                          | 7,873                          |
| Prepayments   |              | 7,340                          | 9,241                          |
| Deferred tax assets                                 |              | —                              | 923                            |
|   |              | <u>24,266</u>                  | <u>18,833</u>                  |
| <b>Current assets</b>                               |              |                                |                                |
| Trade receivables                                   | 10           | 15,942                         | 37,941                         |
| Other receivables                                   |              | 1,431                          | 3,486                          |
| Prepayments   |              | 25,880                         | 25,343                         |
| Restricted cash                                     |              | 506                            | 514                            |
| Cash at banks and on hand                           |              | 3,738                          | 2,660                          |
|   |              | <u>47,497</u>                  | <u>69,944</u>                  |
| <b>Total assets</b>                                 |              | <u><b>71,763</b></u>           | <u><b>88,777</b></u>           |
| <b>EQUITY</b>                                       |              |                                |                                |
| <b>Equity attributable to owners of the Company</b> |              |                                |                                |
| Share capital                                       |              | 312                            | 312                            |
| Other reserves                                      |              | 58,027                         | 55,038                         |
| (Accumulated losses)/retained earnings              |              | (1,946)                        | 7,905                          |
| <b>Total equity</b>                                 |              | <u><b>56,393</b></u>           | <u><b>63,255</b></u>           |
| <b>LIABILITIES</b>                                  |              |                                |                                |
| <b>Non-current liabilities</b>                      |              |                                |                                |
| Borrowings  |              | —                              | 5,567                          |
| Lease liabilities                                   |              | —                              | 18                             |
| Deferred tax liabilities                            |              | 368                            | —                              |
|   |              | <u>368</u>                     | <u>5,585</u>                   |
| <b>Current liabilities</b>                          |              |                                |                                |
| Trade payables                                      | 11           | 1,600                          | 8,755                          |
| Other payables                                      |              | 10,452                         | 6,077                          |
| Contract liabilities                                |              | 423                            | 198                            |
| Borrowings  |              | 2,467                          | 2,724                          |
| Current income tax liabilities                      |              | 41                             | 1,884                          |
| Lease liabilities                                   |              | 19                             | 299                            |
|   |              | <u>15,002</u>                  | <u>19,937</u>                  |
| <b>Total liabilities</b>                            |              | <u><b>15,370</b></u>           | <u><b>25,522</b></u>           |
| <b>Total equity and liabilities</b>                 |              | <u><b>71,763</b></u>           | <u><b>88,777</b></u>           |

# NOTES

## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 23 June 2017 as an exempted company with limited liability. The shares of the Company were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 20 April 2018. The address of its registered office is Offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Following the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the Extraordinary General Meeting held on 2 March 2022, the name of the Company was changed from Zhicheng Technology Group Ltd. to Min Fu International Holding Limited with effect from 8 March 2022.

The holding company of the Company previously was IFG Swans Holding Ltd. (“**IFG Swans**”), a company incorporated in the British Virgin Islands (“**BVI**”) and 100% owned by Mr. Wu Di (“**Mr. Wu**”). Mr. Wu was the ultimate controlling shareholder of the Company before and since the listing of the Company. In November 2021, Mr. Wu agreed to sell 63.585% of issued share of the Company to the joint offerors. Immediately after the completion of the change of the shareholding of the Company, in the opinion of the directors of the Company, the Company does not have any ultimate holding company.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of smart manufacturing solutions including sales of equipment and provision of relevant technical service in the People’s Republic of China (the “**PRC**”).

These consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is the Company’s functional currency, and all values are rounded to the nearest thousand unless otherwise stated. These financial statements have been approved for issue by the board of directors (the “**Board**”) of the Company on 27 June 2022.

## **2 BASIS OF PREPARATION**

### **(a) Compliance with Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Companies Ordinance (Cap. 622) and the GEM Listing Rules**

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the GEM Listing Rules.

### **(b) Historical cost convention**

The consolidated financial statements have been prepared under the historical cost convention.

### **(c) Amended standards adopted by the Group**

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 April 2021:

Amendments to HKFRS 16

Covid-19-Related Rent Concessions beyond 30 June 2021

Amendments to HKFRS 9,

Interest Rate Benchmark Reform – Phase 2

HKAS 39, HKFRS 7, HKFRS 4

and HKFRS 16

None of these amendments have had a material effect on how the Group’s financial performance and financial position for the current or prior years and/or on the disclosures set out in these consolidated financial statements.

**(d) New standards, amendments to standards and interpretations not yet adopted**

The following new standards, amendments to existing standards and interpretations have been issued but are not yet effective for the accounting period beginning 1 April 2021 and have not been early adopted by the Group.

|  |  | <b>Effective for<br/>accounting<br/>periods<br/>beginning<br/>on or after</b> |
|--|--|---|
| Amendments to HKFRS 10<br>and HKAS 28                            | Sale or Contribution of Assets between an<br>Investor and its Associate or Joint Venture                           | To be determined*   |
| Amendments to HKFRS 3 (Revised)                                  | Reference to the Conceptual Framework  | 1 January 2022  |
| Amendments to HKAS 16  | Property, Plant and Equipment – Proceeds<br>before Intended Use  | 1 January 2022  |
| Amendments to HKAS 37  | Onerous Contracts – Cost of Fulfilling a<br>Contract   | 1 January 2022  |
| Amendments to HKFRSs   | Annual Improvements to HKFRSs<br>2018-2020   | 1 January 2022  |
| Amendment to AG 5 (Revised)                                      | Merger Accounting for Common Control<br>Combination  | 1 January 2022  |
| HKFRS 17   | Insurance Contracts and related amendments   | 1 January 2023  |
| Amendments to HKAS 1 (Revised)                                   | Classification of Liabilities as Current or<br>Non-current and related amendments to<br>HK Interpretation 5 (2020) | 1 January 2023  |
| Amendments to HKAS 1 (Revised)<br>and HKFRS Practice Statement 2 | Disclosure of Accounting Policies  | 1 January 2023  |
| Amendments to HKAS 8   | Definition of Accounting Estimates   | 1 January 2023  |
| Amendments to HKAS 12  | Deferred Tax related to Assets and Liabilities<br>arising from a Single Transaction                                | 1 January 2023  |

\* *On 6 January 2016, the HKICPA issued “Effective Date of Amendments to HKFRS 10 and HKAS 28” following the International Accounting Standards Board’s equivalent amendments. This update defers/removes the effective date of the amendments in “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture” that the HKICPA issued on 7 October 2014. Early application of these amendments continues to be permitted.*

The Group has already commenced an assessment of the impact of these new or revised standards and amendments. According to the preliminary assessment made by the Group, no significant impact on the financial performance and position of the Group is expected when they become effective.

### 3 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the executive directors of the Company, who are the chief operating decision maker and are responsible for allocating resources and assessing performance of the operating segment.

The Group is principally engaged in the provision of smart manufacturing solutions of precision testing, which comprises the sales of precision testing equipment as well as the provision of technical services. Management reviews the operating results of the business as one segment to make decisions about resources to be allocated. Therefore, the executive directors of the Company regard that there is only one segment which is used to make strategic decisions. Revenue and loss before income tax are the measure reported to the executive directors of the Company for the purpose of resources allocation and performance assessment.

All of the Group's revenue was derived in the PRC during the years ended 31 March 2022 and 2021.

All of the Group's non-current assets were located in the PRC as at 31 March 2022 and 2021.

### 4 REVENUE

Revenues from contracts with customers within the scope of HKFRS 15 recognised at a point of time:

|                                       | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|---------------------------------------|------------------|------------------|
| <b>Precision 3D testing solutions</b> |                  |                  |
| – Sales of equipment                  | 27,569           | 39,805           |
| – Technical services                  | 3,945            | 157              |
|                                       | <u>31,514</u>    | <u>39,962</u>    |

Revenues from transactions with external customers amounted to 10% or more of the Group's revenues are as follows:

|            | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|------------|------------------|------------------|
| Customer A | 10,339           | 8,424            |
| Customer B | 5,659            | Not applicable*  |
| Customer C | 3,242            | Not applicable*  |
| Customer D | 3,229            | Not applicable*  |
| Customer E | Not applicable*  | 6,990            |
| Customer F | Not applicable*  | 4,864            |
| Customer G | Not applicable*  | 4,200            |

*Note\*:* The revenue of each customer for the year is less than 10% of the Group's revenue for the respective year.

The Group does not disclose information about remaining unsatisfied performance obligations for the year as permitted under the practical expedient in accordance with HKFRS 15 as their original expected duration is less than one year.

## 5 EXPENSES BY NATURE

|   | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|---|------------------|------------------|
| Cost of goods sold  | 18,805           | 23,051           |
| Outsourced research and development expenses*                                   | 3,595            | 5,648            |
| Staff costs (including directors' emoluments)                                   | 6,865            | 5,580            |
| Professional Fees   | 2,766            | 4,513            |
| Entertainment expenses  | 2,037            | 2,900            |
| Depreciation and amortisation, included in administrative expenses              |                  |                  |
| – property and equipment  | 481              | 72               |
| – right-of-use assets   | 289              | 244              |
| – intangible assets   | 2,274            | 1,739            |
| Travelling expenses   | 841              | 1,192            |
| Auditors' remuneration  | 950              | 1,009            |
| Other expenses  | 2,726            | 1,404            |
|   | <u>41,629</u>    | <u>47,352</u>    |
| Total cost of sales, selling and marketing expenses and administrative expenses |                  |                  |
|   | <u>(4)</u>       | <u>(15)</u>      |
| Interest income from bank deposit   |                  |                  |
|   | <u>(4)</u>       | <u>(15)</u>      |
| Finance income  |                  |                  |
|   | <u>(4)</u>       | <u>(15)</u>      |
| Interest on bank loans  | 279              | 97               |
| Interest on lease liabilities   | 7                | 15               |
|   | <u>286</u>       | <u>112</u>       |
| Finance costs   |                  |                  |
|   | <u>282</u>       | <u>97</u>        |

\* For the year ended 31 March 2022, no outsourced research and development expenses have been recognised as intangible assets (2021: nil).

## 6 OTHER INCOME AND OTHER GAINS/(LOSSES) – NET

|                            | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|----------------------------|------------------|------------------|
| Other income               |                  |                  |
| – Government grant         | 16               | 605              |
| – Others                   | 214              | 4                |
|                            | <u>230</u>       | <u>609</u>       |
| Other gains/(losses) – net |                  |                  |
| – Exchange differences     | 843              | 455              |
| – Other operating loss     | (20)             | –                |
|                            | <u>823</u>       | <u>455</u>       |



## 7 INCOME TAX CREDIT

|  | 2022<br>HK\$'000 | 2021<br>HK\$'000 |
|--|------------------|------------------|
| Current income tax                       |                  |                  |
| – PRC corporate income tax               | 248              | 318              |
| Over provision in respect of prior years |                  |                  |
| – PRC corporate income tax               | (1,646)          | –                |
| – Hong Kong Profits Tax                  | –                | (2,590)          |
| Deferred income tax                      | <u>1,288</u>     | <u>(780)</u>     |
|  | <u>(110)</u>     | <u>(3,052)</u>   |

No income tax relating to components of other comprehensive income was charged for the year ended 31 March 2022 (2021: nil).

## 8 LOSS PER SHARE

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

|   | 2022               | 2021               |
|---|--------------------|--------------------|
| Loss for the year (HK\$'000)  | (9,245)            | (3,339)            |
| Weighted average number of ordinary shares in issue ( <i>number of shares</i> ) | <u>400,000,000</u> | <u>400,000,000</u> |
| Basic loss per share (HK\$)   | <u>(0.02)</u>      | <u>(0.01)</u>      |

Diluted loss per share is the same as the basic loss per share as there were no potentially dilutive ordinary shares issued during the year ended 31 March 2022 (2021: nil).

## 9 DIVIDENDS

No dividend has been paid or declared by the Company for the year ended 31 March 2022 (2021: nil).

## 10 TRADE RECEIVABLES

|                                   | 2022<br><i>HK\$'000</i> | 2021<br><i>HK\$'000</i> |
|-----------------------------------|-------------------------|-------------------------|
| Trade receivables                 | 16,253                  | 38,233                  |
| Less: provision for credit losses | <u>(311)</u>            | <u>(292)</u>            |
| Trade receivables – net           | <u><u>15,942</u></u>    | <u><u>37,941</u></u>    |

(a) As at 31 March 2022, ageing analysis of gross trade receivables based on invoice date is as follows:

|                    | 2022<br><i>HK\$'000</i> | 2021<br><i>HK\$'000</i> |
|--------------------|-------------------------|-------------------------|
| Within 30 days     | 7,536                   | 22,468                  |
| 1 to 6 months      | 844                     | 7,944                   |
| 6 months to 1 year | 1,125                   | 694                     |
| 1 to 2 years       | 6,748                   | 6,835                   |
| 2 to 3 years       | <u>–</u>                | <u>292</u>              |
|                    | <u><u>16,253</u></u>    | <u><u>38,233</u></u>    |

## 11 TRADE PAYABLES

|                | 2022<br><i>HK\$'000</i> | 2021<br><i>HK\$'000</i> |
|----------------|-------------------------|-------------------------|
| Trade payables | <u><u>1,600</u></u>     | <u><u>8,755</u></u>     |

(a) As at 31 March 2022, ageing analysis of trade payables based on invoice date is as follows:

|               | 2022<br><i>HK\$'000</i> | 2021<br><i>HK\$'000</i> |
|---------------|-------------------------|-------------------------|
| Within 1 year | 643                     | 8,655                   |
| Over 1 year   | <u>957</u>              | <u>100</u>              |
|               | <u><u>1,600</u></u>     | <u><u>8,755</u></u>     |

# **MANAGEMENT DISCUSSION AND ANALYSIS**

## **BUSINESS REVIEW**

The Group is a smart manufacturing solution provider focusing on precision 3D testing solutions and precision machining solutions in China. The Company provides smart manufacturing solutions to serve the needs of high-end equipment manufacturers which require a high level of precision in the manufacture of their industrial products. Its solutions comprise and integrate various equipment and services, ranging from solution concept and design, procurement of machinery, auxiliary tools and software and system installation and debugging to provision of aftersales services such as technical support and training.

For the year ended 31 March 2022, the Group continued to devote great efforts in expanding the market scopes, approaching new customers in various industries and regions, and maintaining the productive relationships with existing customers. Benefited from its sales efforts, the Group obtained a total of 19 new projects. 17 new projects together with 6 projects which were carried forward from prior years, were completed during the year. As at 31 March 2022, the Group had 4 on-going projects, which were all precision 3D scanning solutions projects.

The Group had been persisting in developing new technology, including new auxiliary tools design and relevant software applications. As of 31 March 2022, the Group has 16 registered patents, including 6 invention patents and 10 utility model patents as well, and 8 invention patents in the registration process.

## **FINANCIAL REVIEW**

### **Revenue**

For the year ended 31 March 2022, the Group recorded revenue of approximately HK\$31.5 million, representing a decrease of approximately 21.1% comparing with that of approximately HK\$40.0 million for the year ended 31 March 2021.

The decrease in revenue was mainly due to the outbreak of the COVID-19 pandemic and the slowdown of China's economic growth, the potential customers hold up their budget for the investment in the smart manufacturing solution.

### **Cost of sales**

Cost of sales decreased by 19.7% to HK\$18.9 million for the year ended 31 March 2022 from HK\$23.6 million for the year ended 31 March 2021. The cost of sales decrease in line with revenue for the year.

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

Gross profit decreased by 23.3% to HK\$12.6 million for the year ended 31 March 2022 from HK\$16.4 million for the year ended 31 March 2021, which was primarily due to decrease in revenue for the year.

Gross profit margin keeps stable at 39.9% for the year ended 31 March 2022 (2021: 41.0%).

## **Selling and marketing expenses**

Selling and marketing expenses decreased by 18.7% to HK\$4.3 million for the year ended 31 March 2022 from HK\$5.3 million for the year ended 31 March 2021, which was mainly due decrease in staff cost, entertainment, consultancy fee and travelling expenses.

## **Administrative expenses**

Administrative expenses slightly decreased by 0.5% to HK\$18.3 million for the year ended 31 March 2022 from HK\$18.4 million for the year ended 31 March 2021. The effect of increase in staff cost, depreciation and amortisation set off with decrease in professional fees, and research and development expenses.

## **Income tax credit**

The Group had an income tax credit of HK\$0.1 million (2021: HK\$3.1 million) for the year ended 31 March 2022.

## **Loss for the year**

Loss for the year increased by 176.9% to HK\$9.2 million for the year ended 31 March 2022 from HK\$3.3 million for the year ended 31 March 2021. Such increase was mainly attributable to the decrease in gross profit and income tax credit by HK\$3.8 million and HK\$2.9 million respectively.

## **GEARING RATIO**

The Group monitors capital on the basis of the net gearing ratio. Net gearing ratio represents the ratio of net debts (total borrowings and advance from related parties net of cash and cash equivalents and restricted cash) divided by total equity as 31 March 2022 was 10.0% (2021: 8.1%).

As at 31 March 2022, the Group had a one year credit loan of HK\$2.5 million with annual interest rate at 4.05%, which to be repaid within 1 year.

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

The net cash generated from operating activities was approximately HK\$6.5 million for the year ended 31 March 2022. As at 31 March 2022, the Group has current bank borrowings of HK\$2.5 million and advance from related parties of HK\$7.4 million to support operation.

As at 31 March 2022, the net current assets of the Group were approximately HK\$32.5 million (2021: HK\$50.0 million). The decrease was mainly attributable to repayment of borrowings of HK\$6.1 million and decrease in trade receivables of HK\$22.0 million.

As at 31 March 2022, the cash and cash equivalents of the Group was approximately HK\$3.7 million (2021: HK\$2.7 million). The Group expected to fund the future cash flow needs through internally generated cash flows from operations, bank facilities and equity financing.

## **CONTINGENT LIABILITIES**

As at 31 March 2022, the Group did not have any significant contingent liabilities.

## **CAPITAL COMMITMENTS**

As at 31 March 2022, the Group did not have any capital commitments.

## **PLEDGE OF ASSETS**

As at 31 March 2022, save for the restricted cash of HK\$0.5 million (2021: HK\$0.5 million), the Group did not have any pledge on its assets.

## **EXCHANGE RATE RISK EXPOSURE**

For the operating entities of the Company that are incorporated in Hong Kong and the British Virgin Islands, their functional currencies are United States dollars (“US\$”). As certain trade and other receivables, bank balances, lease liabilities, trade and other payables of overseas entities are denominated in Hong Kong dollars (“HK\$”) or Euro (“EUR”) or Renminbi (“RMB”), currencies other than the functional currencies of the entities may cause the foreign exchange risk. Under the Linked Exchange Rate System in Hong Kong, HK\$ is pegged to US\$, the Board considers that there is no significant foreign exchange risk with respect to HK\$. Therefore, the foreign exchange risk mainly arises from the monetary assets and liabilities denominated in EUR and RMB, which the Board considers as not significant to the Group. The Group has not entered into forward exchange contract to hedge its exposure to foreign exchange risk.

Because of the fluctuation in the exchange rate of the functional currencies of the group entities, mainly RMB and US\$, to the Group’s presentation currency, HK\$, the Group recorded a gain in other comprehensive income of HK\$2.4 million for the year ended 31 March 2022.

## **SIGNIFICANT INVESTMENTS HELD**

As at 31 March 2022, the Group did not hold any significant investments.

## **OTHER FINANCIAL ASSETS**

As at 31 March 2022, other financial assets held by the Group comprise:

- Trade receivables of HK\$15.9 million;
- Cash at banks and on hand of HK\$3.7 million; and
- Other receivables of HK\$1.4 million.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

As at 31 March 2022, the Group did not have any plans for material investments.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

During the year ended 31 March 2022, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

## **EMPLOYEES AND EMOLUMENT POLICIES**

The Group had 17 employees (including executive Directors) as at 31 March 2022 (2021: 25 employees). The Company relies on its employees to provide smart manufacturing solutions to its customers. In order to recruit, develop and retain talented employees, the Group offers competitive remuneration packages to its staff, including internal promotion opportunities and performance-based bonus. The Company generally has a fixed term employment contract with its employees such as administrative and finance staff and the Company generally renews the employment contract with such employees on a yearly basis.

The Group also reviews the performance of the Group's staff periodically and consider the result of such review for staff's annual bonus, salary review and promotion appraisal. The Company has also adopted a share option scheme.

The Remuneration Committee shall make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management; review remuneration proposals of the management with reference to the Board's corporate goals and objectives; and ensure none of the Directors or any of their associates determine their own remuneration.

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

None of the Company or any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2022.

## **CORPORATE GOVERNANCE PRACTICES**

The corporate governance practices of the Group are based on the principles and the code provisions in the Corporate Governance Code (the “**Code**”) as set out in Appendix 15 to the GEM Listing Rules.

There was a deviation from code provision A.2.1 of the Code which stipulates that the roles of chairman and chief executive should be separated and should not be performed by the same individual. The Company considers that having Mr. Wu Di acting as both its chairman of the Board and its chief executive officer will provide a strong and consistent leadership to the Group and allow for more effective planning and management for the Group. In view of Mr. Wu Di's extensive experience in the industry, personal profile and critical role in the Group and its historical development, the Company considers that it is beneficial to the business prospects of the Group that Mr. Wu Di continues to act as both its chairman and its chief executive officer.

Due to the changes of control of the Company, Mr. Wu resigned as the Chairman and chief executive officer of the Company on 7 January 2022. Mr. Huang and Mr. Zeng have been appointed as the chairman and chief executive officer of the Company respectively with effective from 7 January 2022.

Save as disclosed above, the Company has complied with the applicable code provisions of the Code as set out in Appendix 15 to the GEM Listing Rules for the year ended 31 March 2022.

## **COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS**

The Group has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Standard of Dealings**”), as its own code of conduct regarding Directors’ securities transactions.

Having made specific enquiries of all the Directors, each of the Directors has confirmed that he or she has complied with the required Standard of Dealings for the year ended 31 March 2022.

## **DIVIDENDS**

The Board did not recommend the payment of any dividend for the year ended 31 March 2022 (2021: nil).

## **EVENTS AFTER THE REPORTING PERIOD**

There is no material subsequent event undertaken by the Company or the Group after 31 March 2022 and up to the date of this announcement.

## **AUDIT COMMITTEE**

The annual results of the Group for the year ended 31 March 2022 have been reviewed by the Audit Committee in a meeting held on 27 June 2022.



## SCOPE OF WORK OF AUDITOR

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 March 2022 as set out in the preliminary announcement have been agreed by the Group's auditor, Moore Stephens CPA Limited ("Moore Hong Kong"), to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Moore Hong Kong in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no opinion or assurance conclusion has been expressed by Moore Hong Kong on the preliminary announcement.

## PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is published on the Company's website at [www.minfuintl.com](http://www.minfuintl.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk). The 2022 annual report will be despatched to shareholders and will also be published on the websites of both the Stock Exchange and the Company in due course.

## APPRECIATION

The Board would like to express its sincere gratitude to the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business associates and other professional parties for their support throughout the year.

By order of the Board  
**Min Fu International Holding Limited**  
**Huang Minzhi**  
*Chairman*

Hong Kong, 27 June 2022

*As at the date of this announcement, the executive Directors are Mr. Huang Minzhi and Mr. Zeng Weijin; the non-executive Directors are Ms. Ye Jialing and Mr. Zhou Ruizhao; and the independent non-executive Directors are Mr. Leung Gavin L., Mr. Ning Jie and Dr. Zhou Wenming.*