

MI MING MART HOLDINGS LIMITED

彌明生活百貨控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8473

擇善美麗
Defining Clean Beauty



2022/23
First Quarterly Report

CHARACTERISTICS OF THE 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 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.

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This report, for which the directors (the “**Directors**”) of Mi Ming Mart Holdings 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 report 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 report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. Yuen Mi Ming Erica

(Chairlady and Chief Executive Officer)

Ms. Yuen Mimi Mi Wahng

Non-executive Directors

Mr. Cheung Siu Hon Ronald

Mr. Lam Yue Yeung Anthony

Mr. Wong Siu Ki

Independent Non-executive Directors

Ms. Chan Sze Lai Celine

Ms. Hung Yuen Wa

Ms. Tsang Wing Yee

BOARD COMMITTEES

Audit Committee

Ms. Tsang Wing Yee *(Chairlady)*

Ms. Chan Sze Lai Celine

Ms. Hung Yuen Wa

Remuneration Committee

Ms. Chan Sze Lai Celine *(Chairlady)*

Ms. Yuen Mi Ming Erica

Ms. Hung Yuen Wa

Nomination Committee

Ms. Yuen Mi Ming Erica *(Chairlady)*

Ms. Chan Sze Lai Celine

Ms. Hung Yuen Wa

COMPLIANCE OFFICER

Ms. Yuen Mimi Mi Wahng

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

16th Floor, Guangdong Tours Centre

18 Pennington Street

Hong Kong

COMPANY SECRETARY

Mr. Mak Yau Kwan

AUTHORISED REPRESENTATIVES

Ms. Yuen Mi Ming Erica

Ms. Yuen Mimi Mi Wahng

LEGAL ADVISER

TC & Co.

Units 2201-3, 22nd Floor

Tai Tung Building, 8 Fleming Road

Wanchai

Hong Kong

AUDITOR

Grant Thornton Hong Kong Limited

Registered Public Interest Entity Auditors

11th Floor, Lee Garden Two

28 Yun Ping Road, Causeway Bay

Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

CAYMAN ISLAND PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman, KY1-1108

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

(new address with effect from 15 August 2022:

17/F, Far East Finance Centre,

16 Harcourt Road, Hong Kong)

PRINCIPAL BANKS

The Hongkong and Shanghai Banking

Corporation Limited

1 Queen's Road Central

Hong Kong

Hang Seng Bank

83 Des Voeux Road Central

Hong Kong

UBS AG

Singapore Branch

9 Penang Road

Singapore 238459

COMPANY WEBSITE ADDRESS

www.mimingmart.com

STOCK CODE

8473

The board of Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2022 together with the unaudited comparative figures for the corresponding period in 2021 are set out as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2022

		For the three months ended 30 June	
		2022	2021
		<i>HK\$'000</i>	<i>HK\$'000</i>
		(unaudited)	(unaudited)
<i>Notes</i>			
	Revenue	44,011	32,559
	Cost of sales	(15,885)	(11,394)
	Gross profit	28,126	21,165
	Other income, gains and losses	(4,066)	(802)
	Selling and distribution expenses	(9,093)	(8,130)
	Administrative and operating expenses	(8,035)	(7,819)
	Interest on lease liabilities	(185)	(173)
	Profit before income tax	6,747	4,241
	Income tax expense	(1,585)	(807)
	Profit and total comprehensive income for the period	5,162	3,434
	Earnings per share		
	– basic (Hong Kong cent)	0.46	0.31

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2022

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021 (audited)	11,200	75,127	(37,316)	103,204	152,215
Profit and total comprehensive income for the period	–	–	–	3,434	3,434
At 30 June 2021 (unaudited)	11,200	75,127	(37,316)	106,638	155,649
At 1 April 2022 (audited)	11,200	48,247	(37,316)	123,326	145,457
Profit and total comprehensive income for the period	–	–	–	5,162	5,162
At 30 June 2022 (unaudited)	11,200	48,247	(37,316)	128,488	150,619

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated on 4 November 2016 in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company's registered office address is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and principal place of business in Hong Kong is 16th Floor, Guangdong Tours Centre, 18 Pennington Street, Hong Kong.

The Company is an investment holding company and the Group is principally engaged in the retail of multi-brand beauty and health products in Hong Kong. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is same as the functional currency of the Company. These condensed consolidated financial statements have not been audited.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the unaudited condensed consolidated financial statements include the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

The condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee ("Audit Committee") of the Company and were approved for issue by the Board.

The condensed consolidated financial statements have been prepared on the historical cost basis, except for financial assets at fair value through profit or loss.

Other than changes in accounting policies resulting from application of amendments to HKFRSs and the accounting policy newly applied by the Group as set out below, the accounting policies applied and methods of computation used in the condensed consolidated financial statements for the three months ended 30 June 2022 are consistent with those of the annual financial statements for the year ended 31 March 2022.

Application of amendments to HKFRSs

The Group has applied following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 April 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – cost of fulfilling a contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 Cycle

The application of 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 on the disclosures set out in these condensed consolidated financial statements.

2. **BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued**

Accounting policy newly applied by the Group

The Group has applied the following accounting policy which became relevant to the Group in the current period:

Investment properties

Investment properties are land and buildings, which are owned or held under a leasehold interest to earn rental income or for capital appreciation or both.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Gains or losses arising from the sale of an investment property are included in profit or loss in the period in which they arise.

3. **REVENUE**

The revenue of the Group arose from sales of goods, consignment commission and provision of beauty services for the three months ended 30 June 2022.

An analysis of the Group's revenue from the transfer of goods recognised at a point in time and services recognised over time for the three months ended 30 June 2022 are as follows:

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Sales of goods		
Retail stores	34,878	28,694
Online shop	6,925	3,361
Consignment sales	1,253	438
Distributors	15	23
Subtotal	43,071	32,516
Consignment Commission		
Retail stores	38	43
Consignment sales	80	–
Subtotal	118	43
Provision of beauty services	822	–
Total	44,011	32,559

4. PROFIT BEFORE INCOME TAX

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Profit before income tax has been arrived at after charging/(crediting):		
Directors' remuneration	1,774	1,249
Other staff salaries and allowances	5,649	5,421
Retirement benefit scheme contributions, excluding those of directors	313	273
Total employee benefits expenses	7,736	6,943
Depreciation of property, plant and equipment	1,258	1,089
Depreciation of investment property	15	–
Depreciation of right-of-use assets	2,708	2,491
Cost of inventories and services recognised as expenses (included in cost of sales)	15,313	11,155
Exchange loss	4,157	654
Interest on lease liabilities	185	173
Legal and professional expenses for the preparation for the transfer of listing of the shares of the Company from GEM to Main Board of the Stock Exchange application (“ Transfer Listing Application ”)	–	604
Written off of inventories	8	–
Expected credit losses on trade receivables	–	312
Fair value gain of financial assets at fair value through profit or loss	(132)	–
Interest income	(1)	(19)

5. INCOME TAX EXPENSE

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Current tax:		
Hong Kong Profits Tax	1,585	807

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporations in Hong Kong for the years of assessment commencing on or after 1 April 2018 will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The two-tiered profits tax rates regime is applicable to the Group for the three months ended 30 June 2020 and only one subsidiary in the Group could elect for the two-tiered rates regime and the election, once made, is irrevocable.

The directors of the Company are in the view that the impact of the two-tiered profits tax rates regime on the Group's deferred tax position is not material.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group is a multi-brand retailer, which operates ten retail stores under the brand of “MI MING MART” (“彌明生活百貨”) the (“**Brand**”) in Hong Kong. The Group offers a wide range of beauty and health products, which can mainly be categorised into (i) skincare products; (ii) cosmetics products; and (iii) food and health supplements.

Driven by the Brand’s philosophy “defining clean beauty” (“擇善美麗”), the Group endeavours to select and offer products that do not contain any ingredients that, in its view, would adversely affect or impair the health of its customers. The Group targets to serve and offer its products to customers who are ingredient conscious and aspire to the betterment of their health.

The Group mainly sells products at its retail stores, with a portion through its online shop at www.mimingmart.com and other e-commerce platforms operated by independent third parties, consignees and distributors. The Group also acts as the consignee for some suppliers on a consignment basis whereby the Group is entitled to the consignment commission based on the amount of sales of the consignors’ products and the predetermined percentage as agreed between the consignors and the Group. The Group has also launched beauty services since September 2021.

The Directors believe that the Group’s success is attributable to the brand image of “MI MING MART” (“彌明生活百貨”), which emphasises its offer of quality beauty and health products selected by its senior management team, reinforcing its customers’ confidence in the Group’s products and building up its customers’ loyalty to the Group’s brand. The Group believes its marketing strategy, established network of retail stores and the quality products offered by the Group will continue to strengthen its brand image and customer base.

The Group aims to expand its sales network, product portfolio, services offerings and e-commerce business to enhance its competitiveness and maintain its leading position in the small and medium segment of the skincare and cosmetics multi-brand specialty retailers market in Hong Kong. With its comprehensive knowledge in both the skincare and cosmetics market and the health supplements market in Hong Kong, the Directors believe that the Group is well-positioned to capture the growth.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately HK\$11.4 million to approximately HK\$44.0 million for the three months ended 30 June 2022 from approximately HK\$32.6 million for the corresponding period in 2021, representing an increase of approximately 35.2%. The Directors believe that the increase in revenue was primarily due to (i) the increase in the sales of the Group's food and health supplements through its retail stores and self-operated online shop; and (ii) the increase in the sales of a number of new skincare products under an exclusive brand.

Cost of sales

The Group's cost of sales primarily consists of cost of inventories sold, cost of services, commission expenses, and incoming shipping, freight and delivery charges. The cost of sales increased by approximately HK\$4.5 million to approximately HK\$15.9 million for the three months ended 30 June 2022 from approximately HK\$11.4 million for the corresponding period in 2021, representing an increase of approximately 39.4%. In addition to the increase in the cost of sales along with the increase in sales during the period, the Group recorded an increase in sales of certain food and health supplements which had a relatively higher cost of sales as compared to other products.

Gross profit and gross profit margin

The Group's gross profit increased by approximately HK\$6.9 million to approximately HK\$28.1 million for the three months ended 30 June 2022 from approximately HK\$21.2 million for the corresponding period in 2021, representing an increase of approximately 32.9%, whilst the Group's gross profit margin decreased from approximately 65.0% to approximately 63.9% for the respective periods. The decrease in the gross profit margin was mainly attributable to the increase in sales of certain food and health supplements which had a relatively higher cost of sales as compared to other products.

Other income, gains and losses

The Group recorded a loss of approximately HK\$4.1 million for the three months ended 30 June 2022 which is primarily attributable to an exchange loss amounted to approximately HK\$4.2 million recognised during the three months ended 30 June 2022 mainly upon the translation of the Group's bank deposits denominated in various foreign currencies as a result of the depreciation of those foreign currencies against Hong Kong dollar. The Group recorded a loss of approximately HK\$0.8 million for the three months ended 30 June 2021 which is primarily attributable to an exchange loss amounted to approximately HK\$0.7 million recognised during the three months ended 30 June 2021 mainly upon the translation of the Group's bank deposits denominated in Australian dollar as a result of the depreciation of Australian dollar against Hong Kong dollar.

Selling and distribution expenses

The Group's selling and distribution expenses increased by approximately HK\$1.0 million to approximately HK\$9.1 million for the three months ended 30 June 2022 from approximately HK\$8.1 million for the corresponding period in 2021, representing an increase of approximately 11.8%. The increase in the Group's selling and distribution expenses was primarily due to (i) increase in rental expenses of retail stores of approximately HK\$0.5 million mainly attributable to the increase in turnover rent associated with the increase in sales through retail stores; and (ii) the increase in depreciation of retail stores of approximately HK\$0.2 million.

Administrative and operating expenses

Administrative and operating expenses remained relatively stable at approximately HK\$8.0 million for the three months ended 30 June 2022 as compared to that for the corresponding period in previous year.

Interest on lease liabilities

Interest on the lease liabilities remained relatively stable at approximately HK\$0.2 million for the three months ended 30 June 2022 as compared to that for the corresponding period in previous year.

Income tax expense

For the three months ended 30 June 2021 and 2022, the Group's income tax expense was approximately HK\$0.8 million and HK\$1.6 million respectively, representing an effective tax rate of approximately 19.0% and 23.5%, respectively. The higher effective tax rate for the three months ended 30 June 2022 was mainly attributable to the higher exchange loss in relation to the depreciation of bank deposits denominated in various foreign currencies upon the translation incurred in current period but were not deductible for taxation purpose.

Net profit for the period

As a result of the foregoing, the Group's net profit increased by approximately HK\$1.8 million or approximately 50.3% from approximately HK\$3.4 million for the three months ended 30 June 2021 to approximately HK\$5.2 million for the three months ended 30 June 2022, whilst the Group's net profit margin slightly increased from approximately 10.5% to approximately 11.7% for the respective periods.

Excluding the non-recurring legal and professional fees incurred in relation to the Transfer Listing Application and subsidy received from the Hong Kong Government under the Employment Support Scheme, the Group's profit attributable to owners of the Company for the three months ended 30 June 2022 amounted to approximately HK\$4.4 million (three months ended 30 June 2021: approximately HK\$4.0 million).

Basic earnings per share

The Company's basic earnings per share increased to approximately HK0.46 cent for the three months ended 30 June 2022 from earnings per share of approximately HK0.31 cent. The increase was in line with the increase in the profit for the period attributable to owners of the Company during the three months ended 30 June 2022.

RESERVES

Movements in the reserves of the Group for the three months ended 30 June 2022 are set out in the unaudited condensed consolidated statement of changes in equity.

DIVIDEND

No interim dividend has been proposed, declared or paid for the three months ended 30 June 2022 (three months ended 30 June 2021: Nil).

As disclosed in the annual report of the Company for the year ended 31 March 2022, the 2022 Final Dividend of HK0.6 cent per share, in an aggregate amount of approximately HK\$6.7 million, has been recommended by the Board (2021: HK0.6 cent per share, in an aggregate amount of approximately HK\$6.7 million) to the Shareholders whose names appear in the register of members of the Company at the close of business on Friday, 7 October 2022. The payment of the 2022 Final Dividend is subject to the approval of the Shareholders in the 2022 AGM. The 2022 Final Dividend, if approved by the Shareholders in the 2022 AGM, is expected to be paid on or about Monday, 31 October 2022.

CLOSURE OF REGISTER OF MEMBERS

As disclosed in the annual report for the year ended 31 March 2022, for the purposes of determining the Shareholders' entitlement to the 2022 Final Dividend, if approved by the Shareholders at the 2022 AGM, the register of members of the Company will be closed from Thursday, 6 October 2022 to Friday, 7 October 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible for the 2022 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), not later than 4:30 p.m. on Wednesday, 5 October 2022.

CAPITAL COMMITMENTS

As at 30 June 2022, an amount of JPY10,000,000 (equivalent to approximately HK\$610,000) has been paid as deposit for the acquisition a residential property located in Japan (the "Japan Property"). The outstanding capital expenditure in respect of the acquisition of the Japan Property amounted to JPY410,000,000 (equivalent to approximately HK\$25,010,000). For details of the acquisition of the Japan Property, please refer to the announcements of the Company dated 31 May 2022 and 6 June 2022. As at the date of this quarterly report, the acquisition of the Japan Property has been completed and the outstanding capital expenditure have been paid.

MATERIAL ACQUISITIONS OR DISPOSALS OF INVESTMENTS

Except for those disclosed in this quarterly report, the Group had no material acquisition and disposal of investments during the three months ended 30 June 2022.

CONTINGENT LIABILITIES

The Group did not have material contingent liabilities as at 30 June 2022.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions in the shares of the Company ("Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) held by the Directors and chief executives of the Company which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have taken under such provisions of the SFO) or which as entered in the register required to be kept by the Company pursuant to Section 352 of the SFO, or otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are set out as follows:

(a) Interests in the Shares of the Company

Name of Directors	Capacity/ nature of interest	Number of Shares interested <i>(Note 1)</i>	Percentage of shareholding in the Company
Ms. Yuen Mi Ming Erica ("Ms. Erica Yuen") <i>(Note 2)</i>	Interest in controlled corporation	542,000,000 (L)	48.39%
Mr. Lam Yue Yeung Anthony ("Mr. Anthony Lam") <i>(Note 3)</i>	Interest of spouse	542,000,000 (L)	48.39%
Ms. Yuen Mimi Mi Wahng ("Ms. Mimi Yuen") <i>(Note 4)</i>	Interest in controlled corporation	47,000,000 (L)	4.20%
Mr. Cheung Siu Hon Ronald ("Mr. Ronald Cheung") <i>(Note 5)</i>	Interest of spouse	47,000,000 (L)	4.20%

(b) Interests in the shares of the associated corporations of the Company

Name of Directors	Capacity/ nature of interest	Name of associated corporations	Number of share interested (Note 1)	Percentage of shareholding in the associated corporations
Ms. Erica Yuen	Beneficial owner	Prime Era Holdings Limited ("Prime Era")	1 (L)	100%
Ms. Mimi Yuen	Beneficial owner	Webber Holdings Limited ("Webber")	1 (L)	100%

Notes:

- (1) The letter "L" denotes long position in the relevant share interests.
- (2) Prime Era held direct interests of 542,000,000 Shares. Prime Era is wholly and beneficially owned by Ms. Erica Yuen. Therefore, Ms. Erica Yuen is deemed to be interested in all the Shares held by Prime Era under the SFO.
- (3) Mr. Anthony Lam is the spouse of Ms. Erica Yuen. Mr. Anthony Lam is deemed to be interested in the same number of Shares in which Ms. Erica Yuen is interested by virtue of the SFO.
- (4) Webber held direct interests of 47,000,000 Shares. Webber is wholly and beneficially owned by Ms. Mimi Yuen. Therefore, Ms. Mimi Yuen is deemed to be interested in all the Shares held by Webber under the SFO.
- (5) Mr. Ronald Cheung is the spouse of Ms. Mimi Yuen. Mr. Ronald Cheung is deemed to be interested in the same number of Shares in which Ms. Mimi Yuen is interested by virtue of the SFO.

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executive of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have taken under the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2022, the following persons (not being a Director or chief executive of the Company) had or were deemed or taken to have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO who, are directly or indirectly interested in 5% or more of the Shares:

Name of Shareholders	Capacity/ nature of interest	Number of Shares held <i>(Note 1)</i>	Percentage of shareholding in the Company
Prime Era <i>(Note 2)</i>	Beneficial owner	542,000,000 (L)	48.39%
Ms. Ying Ka Kwok Tania	Beneficial owner	244,530,000 (L)	21.83%

Notes:

- (1) The letter "L" denotes the long position in the share interest.
- (2) Prime Era is wholly and beneficially owned by Ms. Erica Yuen. She is deemed to be interested in all the Shares held by Prime Era under the SFO.

Save as disclosed above, as at 30 June 2022, none of the Directors is aware of any other person (other than the Directors or chief executive of the Company as disclosed in the section headed "Directors' and chief executives' interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations" above) who had any interest or short position in the Shares or underlying Shares which would have to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, who are directly or indirectly interested in 5% or more of the Shares.

SHARE OPTION SCHEME

The Company has a share option scheme (the "Share Option Scheme") which was approved and adopted by the written resolutions of the then sole Shareholder of the Company passed on 23 January 2018. No share option has been granted under the Share Option Scheme since its adoption.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules ("Required Standard of Dealings") as the code for securities transactions by the Directors. Further, the Company had made specific enquiry with all Directors and each of them has confirmed his/her compliance with the Required Standard of Dealings during the three months ended 30 June 2022.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the three months ended 30 June 2022, none of the Directors or the controlling Shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had any interest in a business which competed with or might compete with the business of the Group.

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to achieving good corporate governance standards. The Board believes that good corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has applied the principles and practices as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules and has adopted the CG Code as the code to govern the Company’s corporate governance practices.

During the three months ended 30 June 2022, the Company has complied with the CG Code except for the following deviation:

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Ms. Erica Yuen is the founder, chairlady, Executive Director and the chief executive officer of the Company. The Board believes that it is in the best interest of the Group to have Ms. Erica Yuen taking up both roles for effective management and business development of the Group. Therefore, the Directors consider that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed the Company’s listed securities during the three months ended 30 June 2022.

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The Audit Committee consists of three Independent Non-executive Directors, namely Ms. Tsang Wing Yee, Ms. Chan Sze Lai Celine and Ms. Hung Yuen Wa. Ms. Tsang Wing Yee possesses the appropriate professional accounting qualifications and related financial management expertise as required in Rule 5.05(2) of the GEM Listing Rules, and she serves as the chairlady of the Audit Committee.

The primary duties of the Audit Committee include, among others, assisting the Board in providing an independent review of the effectiveness of the Group's financial reporting process, internal control and risk management systems, and overseeing the audit process. The Audit Committee had reviewed the unaudited quarterly results for the three months ended 30 June 2022.

By order of the Board
Mi Ming Mart Holdings Limited
Yuen Mi Ming Erica
*Chairlady, Chief Executive Officer
and Executive Director*

Hong Kong, 12 August 2022

As at the date of this report, the Executive Directors are Ms. Yuen Mi Ming Erica and Ms. Yuen Mimi Mi Wahng; the Non-executive Directors are Mr. Cheung Siu Hon Ronald, Mr. Lam Yue Yeung Anthony and Mr. Wong Siu Ki; and the Independent Non-executive Directors are Ms. Chan Sze Lai Celine, Ms. Hung Yuen Wa and Ms. Tsang Wing Yee.