



雅居投資控股有限公司

Modern Living Investments Holdings Limited

(Incorporated in the Cayman Islands with limited liability) Stock Code: 8426

# 2022 THIRD QUARTERLY REPORT



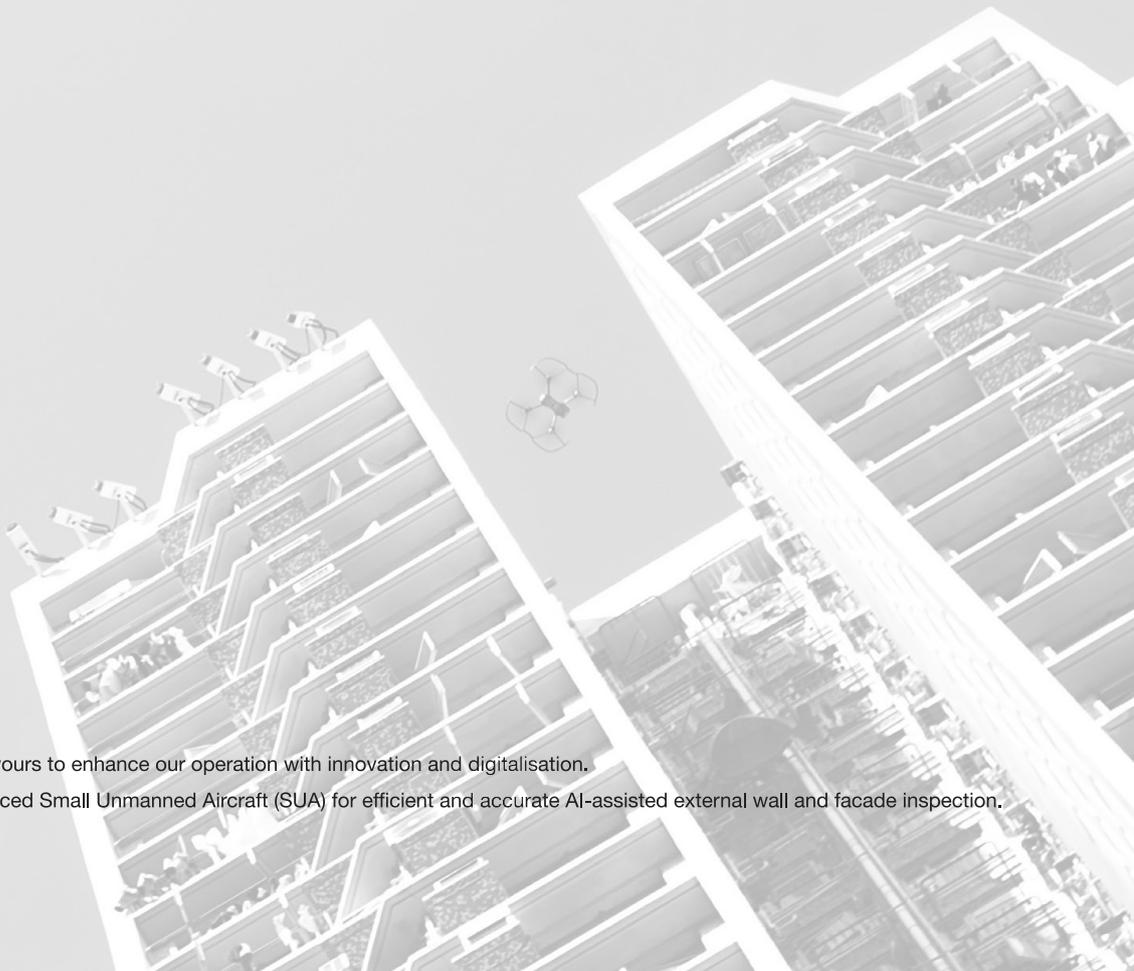
## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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*This report, for which the directors (collectively the “Directors” and each the “Director”) of Modern Living Investments Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”, “we”, “our” or “us”) 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.*



Modern Living endeavours to enhance our operation with innovation and digitalisation.

The group has introduced Small Unmanned Aircraft (SUA) for efficient and accurate AI-assisted external wall and facade inspection.

**FINANCIAL HIGHLIGHTS**

The Group recorded an unaudited revenue of approximately HK\$327.3 million for the nine months ended 30 September 2022 (nine months ended 30 September 2021: approximately HK\$352.3 million), representing a decrease of approximately 7.7% as compared to that of the corresponding period of 2021.

Our employee benefits expenses amounted to approximately HK\$298.4 million for the nine months ended 30 September 2022 (nine months ended 30 September 2021: approximately HK\$299.6 million), representing a decrease of approximately 0.4% as compared to that of the corresponding period of 2021.

The unaudited profit of the Group for the nine months ended 30 September 2022 amounted to approximately HK\$14.4 million as compared to that for the nine months ended 30 September 2021 of approximately HK\$13.1 million.



### THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2022 (the “Period”), together with the comparative unaudited figures for the corresponding period of 2021 as follows:

### CONDENSED CONSOLIDATED INCOME STATEMENT

For the three months and nine months ended 30 September 2022

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue	4	106,311	119,679	327,270	352,266
Other income		2,116	1,309	8,247	1,492
Other losses, net		(1,702)	(536)	(3,707)	(1,618)
Employee benefits expenses	5	(95,386)	(105,501)	(298,370)	(299,592)
Subcontracting fees	6	–	(638)	–	(18,132)
Cleaning material costs		(905)	(1,630)	(4,061)	(4,571)
Utilities expenses		(485)	(529)	(1,006)	(1,182)
Depreciation		(370)	(485)	(1,374)	(1,471)
Reversal of trade receivables		–	–	367	–
Other operating expenses	7	(3,592)	(3,273)	(11,412)	(11,254)
Operating profit		5,987	8,396	15,954	15,938
Finance income/(costs), net		5	(1)	(33)	222
Profit before income tax		5,992	8,395	15,921	16,160
Income tax expense	8	(768)	(1,580)	(1,484)	(3,104)
<b>Profit for the period</b>		<b>5,224</b>	<b>6,815</b>	<b>14,437</b>	<b>13,056</b>
<b>Earnings per share</b>					
Basic and diluted (HK cents per share)	9	0.65	0.85	1.80	1.63

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME***For the three months and nine months ended 30 September 2022*

	For the three months ended 30 September		For the nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Profit for the Period</b>	<b>5,224</b>	6,815	<b>14,437</b>	13,056
<b>Other comprehensive loss:</b>				
<i>Items that will not be reclassified to profit or loss</i>				
Remeasurements of employee benefits obligations	–	–	<b>(392)</b>	–
Other comprehensive loss for the Period, net of tax	–	–	<b>(392)</b>	–
<b>Total comprehensive income for the Period</b>	<b>5,224</b>	6,815	<b>14,045</b>	13,056



**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY***For the nine months ended 30 September 2022*

	Share capital HK\$'000	Share premium HK\$'000	Contribution reserves HK\$'000	Share-based payment reserves HK\$'000	Retained earnings HK\$'000	Total equity HK\$'000
<b>Balance at 1 January 2021 (audited)</b>	8,000	42,776	22,270	1,304	58,328	132,678
Profit for the Period	-	-	-	-	13,056	13,056
Transactions with owners in their capacity as owners:						
Share-based payment	-	-	-	531	-	531
Dividends paid	-	-	-	-	(12,000)	(12,000)
<b>Total transactions with owners in their capacity as owners</b>	-	-	-	531	(12,000)	(11,469)
<b>Balance at 30 September 2021 (unaudited)</b>	8,000	42,776	22,270	1,835	59,384	134,265
<b>Balance at 1 January 2022 (audited)</b>	<b>8,000</b>	<b>42,776</b>	<b>22,270</b>	<b>1,473</b>	<b>70,216</b>	<b>144,735</b>
Profit for the Period	-	-	-	-	14,437	14,437
<i>Other comprehensive loss:</i>						
Remeasurements of employee benefit obligations	-	-	-	-	(392)	(392)
Total comprehensive income for the period	-	-	-	-	14,045	14,045
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	-	-	(18,000)	(18,000)
<b>Total transactions with owners in their capacity as owners</b>	-	-	-	-	(18,000)	(18,000)
<b>Balance at 30 September 2022 (unaudited)</b>	<b>8,000</b>	<b>42,776</b>	<b>22,270</b>	<b>1,473</b>	<b>66,261</b>	<b>140,780</b>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2022

### 1. GENERAL INFORMATION

Modern Living Investments Holdings Limited was incorporated in the Cayman Islands under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and registered as an exempted company with limited liability on 26 June 2017. The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company's principal place of business is at Units 1102–1103, 11th Floor, Delta House, No. 3 On Yiu Street, Sha Tin, New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively, the “**Group**”) are engaged in the provision of property management services to public housing estates owned by and subsidised housing built by the Hong Kong Housing Authority (the “**HA**”) and estates of the Home Ownership Scheme (“**HOS**”).

These unaudited condensed consolidated financial information is presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Group. All values are rounded to the nearest thousand (HK\$'000) unless otherwise indicated.

### 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial information for the nine months ended 30 September 2022 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), the disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The unaudited condensed consolidated financial information have been prepared under historical cost convention, as modified by the investment in an insurance contract and financial assets at fair value through profit or loss which are carried at its cash surrender value and fair value respectively.

The principal accounting policies adopted in the unaudited condensed consolidated results for the nine months ended 30 September 2022 are the same as those adopted in the Group's annual financial statements for the year ended 31 December 2021, except for the new and revised HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group as below:

Amendments to Annual Improvements Project	Annual Improvement to HKFRSs 2018–2020
Amendments to HKFRS 3, HKAS 16 and HKAS 37	Narrow-scope amendments
Revised Accounting Guideline 5	Merger Accounting for Common Control Combinations

The adoption of these new and revised HKFRSs has had no material effect on the amounts reported in these condensed consolidated results and/or disclosures set out in these condensed consolidated results. The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

### 3. SEGMENT INFORMATION

The Group currently operates in one operating segment which is the provision of property management services in Hong Kong. The Group's chief operating decision-maker assesses the performance and allocate resources based on the result for the period for the entire business comprehensively. Accordingly, the Group does not present business segment analysis.

### 4. REVENUE

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Property management services income	<b>106,311</b>	119,679	<b>327,270</b>	352,266

### 5. EMPLOYEE BENEFITS EXPENSES

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Wages, salaries and other allowances (including directors' emoluments)	<b>91,315</b>	101,129	<b>286,147</b>	287,286
Pension costs — defined contribution plan	<b>3,589</b>	3,995	<b>10,777</b>	11,175
Accrual for unutilised annual leave	<b>382</b>	100	<b>1,146</b>	300
Accrual for long service payment	<b>100</b>	100	<b>300</b>	300
Share-based payment	–	177	–	531
	<b>95,386</b>	105,501	<b>298,370</b>	299,592

### 6. SUBCONTRACTING FEES

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Security	–	638	–	11,001
Cleaning services	–	–	–	7,131
	–	638	–	18,132

The Group used to outsource the security and cleaning services of two estates managed by the Group. However, there were no subcontracting arrangements after July 2021.

## 7. EXPENSES BY NATURE

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cleaning material costs	905	1,630	4,061	4,571
Utilities expenses	485	529	1,006	1,182
Depreciation	370	485	1,374	1,471
Employee benefits expenses (Note 5)	95,386	105,501	298,370	299,592
Subcontracting fees (Note 6)	–	638	–	18,132
Reversal of trade receivables	–	–	367	–
Other operating expenses (Note)	3,592	3,273	11,412	11,254

Note:

The breakdown of other operating expenses is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Auditor's remuneration	300	300	900	900
Insurance and guarantee	1,897	1,712	5,894	5,302
Office supplies	148	277	440	714
Security charges	122	138	366	407
Entertainment and travel	454	354	1,070	918
Estate maintenance expense	68	150	408	520
Telecommunication charges	46	61	138	184
Professional fee	100	42	408	577
Uniform & laundry	–	37	120	127
Licence and membership fee	5	2	88	105
Computer charges	11	35	45	70
Other expenses	441	165	1,535	1,430
	3,592	3,273	11,412	11,254

## 8. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30 September		30 September	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current income tax:				
Hong Kong Profits Tax	763	1,549	1,469	3,011
Deferred income tax relating to origination and reversal of temporary differences	5	31	15	93
	768	1,580	1,484	3,104

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for both periods, except for the first HK\$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the new two-tiered tax rate regime.

## 9. EARNINGS PER SHARE

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Profit for the period	5,224	6,815	14,437	13,056
Number of ordinary shares for the purpose of calculating basic earnings per share ('000)	800,000	800,000	800,000	800,000

No diluted earnings per share was presented as there were no potential dilutive ordinary shares outstanding during the nine months ended 30 September 2021 and 2022.

## 10. DIVIDENDS

Final dividends of HK\$12,000,000 (HK\$1.5 cent per share) in respect of the year ended 31 December 2021 was declared on 22 March 2022 and paid to the shareholders of the Company on 11 July 2022.

Interim dividends of HK\$6,000,000 (HK\$0.75 cent per share) in respect of the six months ended 30 June 2022 was declared on 12 August 2022 and paid to the shareholders of the Company on 30 September 2022.

The Board resolved not to recommend the payment of dividend for the Period (nine months ended 30 September 2021: Nil).



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Business Review**

As at 30 September 2022, the Group's business is mainly focused on property management of public housing and subsidised housing in Hong Kong. The Group's existing property management portfolio comprised 18 public housing estates owned by the Hong Kong Housing Authority and 3 Home Ownership Scheme estates.

### **Financial Review**

#### **Revenue**

The revenue from the provision of property management services decreased from approximately HK\$352.3 million for the nine months ended 30 September 2021 to approximately HK\$327.3 million for the Period, representing a decrease of approximately 7.7% as compared to that of the corresponding period of 2021. This decrease was mainly attributable to the discontinuation of two property management services contracts after March 2022.

#### **Employee benefits expenses**

The employee benefits expenses decreased from approximately HK\$299.6 million for the nine months ended 30 September 2021 to approximately HK\$298.4 million for the Period. The decrease was attributable to the discontinuation of two property management services contracts after March 2022, hence the number of headcount also decreased accordingly.

#### **Cleaning material costs**

The cleaning material costs decreased from approximately HK\$4.6 million for the nine months ended 30 September 2021 to approximately HK\$4.1 million for the Period. The decrease was attributable to the tighter cost control procedures implemented by the management.

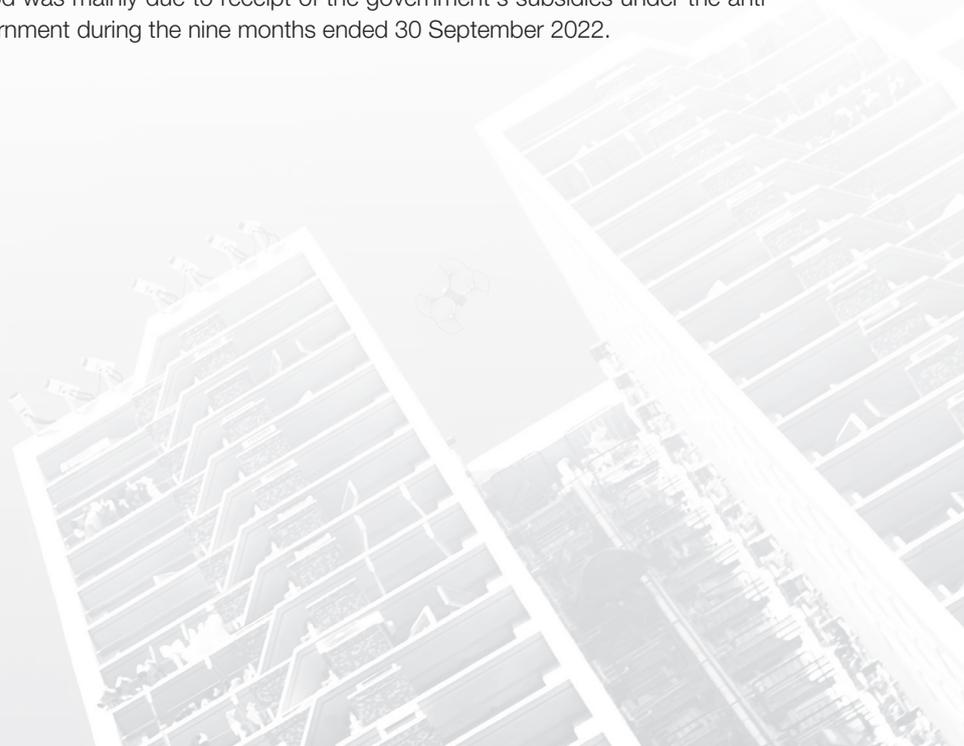
#### **Other operating expenses**

The other operating expenses mainly comprised insurance expense, office supplies expense, security charges for specialist guard company to escort money in transit, fee for performance bond, entertainment, travelling expense and estate maintenance expense.

The other operating expenses amounted to approximately HK\$11.4 million and HK\$11.3 million for the Period and the nine months ended 30 September 2021, respectively. The increase in other operating expenses was mainly attributable to the increase in plant and landscaping expense to improve the quality of the certain estates environment.

#### **Profit for the period**

The increase in profit for the period from approximately HK\$13.1 million for the nine months ended 30 September 2021 to approximately HK\$14.4 million for the Period was mainly due to receipt of the government's subsidies under the anti-epidemic fund set up by the Hong Kong Government during the nine months ended 30 September 2022.



## Outlook

The property market in Hong Kong has been growing. It is envisaged that the growth of public housing property management services business will expand simultaneously with the development of public housing market in Hong Kong. The Directors are optimistic that the Group will continue to increase its market share after the listing of the Company and believe that the said opportunities will benefit the Group's business.

## OTHER INFORMATION

### Disclosure of Interests

#### (a) Interests and short positions of Directors and chief executive in the Shares, underlying shares and debentures of the Company and its associated corporations

As at 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and the Stock Exchange: (a) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (c) 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 were as follows:

#### *Long position in the shares*

Name of Director	Capacity/nature of interest	Number of shares <sup>(Note 1)</sup>	Approximate percentage of interest in the Company
Ms. Tam Mo Kit <sup>(Note 2)</sup>	Interest in controlled corporation	491,440,000 (L)	61.43%
	Interest of spouse	51,350,000 (L)	6.42%
Mr. Ng Fuk Wah <sup>(Note 3)</sup>	Interest of spouse	491,440,000 (L)	61.43%
	Beneficial owner	51,350,000 (L)	6.42%
Mr. Ho Chu Ming	Beneficial owner	4,840,000 (L)	0.61%
Mr. Tang Kong Fuk	Beneficial owner	4,200,000 (L)	0.53%

Notes:

- The letter "L" denotes the person's long position in the shares.
- R5A Group Limited is the registered owner of 491,440,000 shares, representing 61.43% of the Company's issued share capital. R5A Group Limited is owned as to 55.23% by Ms. Tam Mo Kit, 16.28% by Mr. Sung Alfred Lee Ming, 13.96% by Mr. Ho Chu Ming, 12.79% by Mr. Tang Kong Fuk, 1.16% by Mr. Ho Tik Wai and 0.58% by Mr. Yiu Ping Keung. Therefore, Ms. Tam Mo Kit is deemed to be interested in all the shares held by R5A Group Limited for the purposes of the SFO. Mr. Ng Fuk Wah is the beneficial owner of 51,350,000 shares in the Company, representing 6.42% of the issued share capital of the Company. As Ms. Tam Mo Kit is the spouse of Mr. Ng Fuk Wah, Ms. Tam Mo Kit is also deemed to be interested in the same number of shares held by Mr. Ng Fuk Wah under the SFO.
- Mr. Ng Fuk Wah is the beneficial owner of 51,350,000 shares in the Company, representing 6.42% of the issued share capital of the Company. Mr. Ng Fuk Wah is the spouse of Ms. Tam Mo Kit. Under the SFO, Mr. Ng Fuk Wah is deemed to be interested in the same number of shares in which Ms. Tam Mo Kit is interested.

**Long position in the ordinary shares of associated corporation**

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/nature of interest</b>	<b>Number of shares held</b>	<b>Percentage of interest</b>
Ms. Tam Mo Kit	R5A Group Limited	Beneficial owner	950	55.23%
Mr. Sung Alfred Lee Ming	R5A Group Limited	Beneficial owner	280	16.28%
Mr. Ho Chu Ming	R5A Group Limited	Beneficial owner	240	13.96%
Mr. Tang Kong Fuk	R5A Group Limited	Beneficial owner	220	12.79%

Save as disclosed above and so far as is known to the Directors, as at 30 September 2022, none of the Directors nor chief executive of the Company had or was deemed to have any other interests or short positions in the shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the Register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

**(b) Interests and short positions of substantial shareholders in the Shares, underlying shares and debentures of the Company and its associated corporation**

So far as the Directors are aware of, as at 30 September 2022, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the Shares and 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 were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting Shares of the Company:

**Long positions in the shares of the Company**

<b>Name of Shareholder</b>	<b>Nature of interest/holding capacity</b>	<b>Number of Shares <sup>(Note 1)</sup></b>	<b>Approximate percentage of interest in the Company</b>
R5A Group Limited <sup>(Note 2)</sup>	Beneficial owner	491,440,000 (L)	61.43%
Ms. Yeung Siu Wen	Beneficial owner	57,120,000 (L)	7.14%

Notes:

- The letter "L" denotes the person's long position in the Shares.
- R5A Group Limited is the registered owner of 491,440,000 Shares, representing 61.43% of the Company's issued share capital. R5A Group Limited is owned as to 55.23% by Ms. Tam Mo Kit, 16.28% by Mr. Sung Alfred Lee Ming, 13.96% by Mr. Ho Chu Ming, 12.79% by Mr. Tang Kong Fuk, 1.16% by Mr. Ho Tik Wai and 0.58% by Mr. Yiu Ping Keung.

Save as disclosed above and so far as is known to the Directors, as at 30 September 2022, the Directors were not aware of any other persons who had, or was deemed to have, interest or short positions in the Shares or underlying shares of the Company would fall to be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the Register required to be kept by the Company pursuant to Section 336 of the SFO or who were directly or indirectly interested in 5% or more of the issued voting Shares of the Company.

## SHARE OPTION SCHEME

On 24 October 2017, a share option scheme was adopted by the shareholders of the Company (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to provide incentives and rewards to eligible participants who would contribute to the success of the Group’s operations. Under the terms of the Share Option Scheme, the Board may, at its discretion, grant share options to any full-time employee and any Director of the Company or its subsidiaries, including any executive, non-executive or independent non-executive directors. The Share Option Scheme will remain in force for a period of ten years commencing the date on the Listing Date.

The exercise price for shares under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share on the date of grant. Any share options granted under the Share Option Scheme shall end in any event not later than ten years from the Commencement Date (as defined in the Share Option Scheme). A nominal value of HK\$1.00 is payable on acceptance of each grant of share options.

On 17 June 2019, 32,000,000 share options were granted by the Company to four employees at an exercise price of HK\$0.177 per share, the details of which are as follows:

Name or category of participants	Date of grant	Exercise price per share	Vesting date	Exercise period	As at 1 January 2022	Granted during the Period	Exercised during the Period (Number of share options)	Cancelled/lapsed during the Period	As at 30 September 2022
Employees in aggregate	17 June 2019	HK\$0.177	17 June 2020	17 June 2020 – 16 June 2022	16,000,000	-	-	(16,000,000)	-
			17 June 2021	17 June 2021 – 16 June 2022	16,000,000	-	-	(16,000,000)	-
<b>Total number of outstanding share options</b>					<b>32,000,000</b>	<b>-</b>	<b>-</b>	<b>(32,000,000)</b>	<b>-</b>

## COMPETING INTERESTS

For the Period, the Directors were not aware of any business or interest of the Directors, the controlling shareholders, and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

A deed of non-competition dated 24 October 2017 was entered into by the controlling shareholders in favour of the Company (for itself and as trustee for its subsidiaries), details of which are set out in the section headed “Relationship with Controlling Shareholders” of the Prospectus.

## CODE OF CORPORATE GOVERNANCE PRACTICES

The Company endeavors to adopt prevailing best corporate governance practices. During the Period and up to the date of this report, the Company had complied with all the code provisions set out in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules and there has been no deviation in relation thereto.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the Model Code by the Directors during the Period and up to the date of this report.

Pursuant to Rule 5.66 of the Model Code, the Directors have also requested any employee of the Company or director or employee of subsidiary of the Company who, because of his/her office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he/she would be prohibited from dealing by the Model Code as if he/she were a Director.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

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

## **EVENT AFTER REPORTING PERIOD**

There are no important events subsequent to the end of the Period and up to the date of this report which require disclosure.

## **REVIEW BY AUDIT COMMITTEE**

The financial information in this report has not been audited by the auditor of the Company. Pursuant to Rule 5.28 of the GEM Listing Rules, the Company established the audit committee (the "**Audit Committee**") with written terms of reference aligned with the provisions set out in Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Wong Siu Fai Albert (Chairman), Mr. Wong Bay and Mr. Ng Kee Fat Ronny, being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Company for the Period and is of the opinion that such results complied with the applicable accounting standards and the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

By Order of the Board  
**Modern Living Investments Holdings Limited**  
**Ho Chu Ming**  
*Chairman and Executive Director*

Hong Kong, 9 November 2022

*As at the date of this report, the Board comprises Mr. Ho Chu Ming (Chairman), Mr. Ng Fuk Wah (Chief Executive Officer), Mr. Sung Alfred Lee Ming (Chief Financial Officer) and Mr. Tang Kong Fuk as Executive Directors, Ms. Tam Mo Kit as Non-executive Director, and Mr. Wong Bay, Mr. Wong Siu Fai Albert and Mr. Ng Kee Fat Ronny as Independent Non-executive Directors.*

*This report will remain on the "Latest Company Announcements" page of the GEM's website at <http://www.hkgem.com> for at least seven days from the date of its publication. This report will also be published on the Company's website at <http://www.modernliving.com.hk>.*