



**Vision International Holdings Limited**

**威誠國際控股有限公司**

(incorporated in the Cayman Islands with limited liability)

**Stock code : 8107**

THIRD QUARTERLY REPORT

**2022**

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

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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.

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*This report, for which the directors (the “**Director(s)**”) of Vision International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**” or “**our**”) 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 Group. 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.*



# Contents

Corporate Information	3
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	4
Unaudited Condensed Consolidated Statement of Changes in Equity	5
Notes to the Unaudited Condensed Consolidated Financial Statements	6
Management Discussion and Analysis	13
Other Information	19

# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors:

Mr. Ko Sin Yun (*Chairman*)

Mr. Ko Man Ho

Mr. Cheng Ka Wing

### Independent Non-executive Directors:

Mr. To King Yan, Adam

Mr. Kwok Chee Kin

Mr. Chan Kim Sun

## AUDIT COMMITTEE

Mr. Chan Kim Sun (*Chairman*)

Mr. To King Yan, Adam

Mr. Kwok Chee Kin

## REMUNERATION COMMITTEE

Mr. To King Yan, Adam (*Chairman*)

Mr. Chan Kim Sun

Mr. Kwok Chee Kin

## NOMINATION COMMITTEE

Mr. Ko Sin Yun (*Chairman*)

Mr. Chan Kim Sun

Mr. To King Yan, Adam

## COMPANY SECRETARY

Mr. Tam Chun Wai Edwin

## COMPLIANCE OFFICER

Mr. Cheng Ka Wing

## AUTHORISED REPRESENTATIVES FOR THE PURPOSE OF THE GEM LISTING RULES

Mr. Cheng Ka Wing

Mr. Tam Chun Wai Edwin

## REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, China United Plaza

1002–1008 Tai Nan West Street

Cheung Sha Wan

Kowloon

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services  
Limited

Shops 1712–1716,

17th Floor

Hopewell Centre

183 Queen's Road East

Hong Kong

## PRINCIPAL BANKERS

The Hongkong and Shanghai

Banking Corporation Limited

United Overseas Bank Limited

Hong Kong Branch

Hang Seng Bank Limited

## AUDITOR

Yongtuo Fuson CPA Limited

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

## STOCK CODE

8107

## COMPANY'S WEBSITE

[www.vision-holdings.com.hk](http://www.vision-holdings.com.hk)

# Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

The board of Directors (the “**Board**”) of the Company hereby announces the unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2022 together with the comparative unaudited figures for the corresponding period in 2021, as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Revenue	3	<b>47,039</b>	33,144	<b>111,386</b>	94,658
Cost of sales		<b>(42,072)</b>	(32,228)	<b>(103,008)</b>	(87,454)
Gross profit		<b>4,967</b>	916	<b>8,378</b>	7,204
Other income	4	<b>134</b>	72	<b>301</b>	207
Other gains and losses	5	<b>158</b>	(14)	<b>128</b>	(12)
Selling and distribution expenses		<b>(452)</b>	(822)	<b>(1,242)</b>	(1,348)
Administrative expenses		<b>(1,464)</b>	(1,643)	<b>(4,926)</b>	(6,237)
Finance costs		<b>(451)</b>	(231)	<b>(1,014)</b>	(594)
Profit (Loss) before taxation		<b>2,892</b>	(1,722)	<b>1,625</b>	(780)
Income tax (expense) credit	6	<b>(342)</b>	162	<b>(218)</b>	(106)
Profit (Loss) and total comprehensive income (expense) for the period	7	<b>2,550</b>	(1,560)	<b>1,407</b>	(886)
Profit (Loss) and total comprehensive income (expense) for the period attributable to:					
Owners of the Company		<b>2,550</b>	(1,580)	<b>1,407</b>	(898)
Non-controlling interests		<b>-</b>	20	<b>-</b>	12
		<b>2,550</b>	(1,560)	<b>1,407</b>	(886)
Earnings (Loss) per share — basic and diluted (HK cents)	9	<b>2.55</b>	(1.58)	<b>1.41</b>	(0.90)

# Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2022

	Share capital	Share premium	Other reserve	Translation reserve	Retained profits	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 1 January 2021 (audited)	10,000	38,444	(103,262)	(7,252)	119,616	–	57,546
(Loss) Profit and total comprehensive (expense) income for the period	–	–	–	–	(898)	12	(886)
Contribution from non-controlling interests	–	–	–	–	–	1,470	1,470
As at 30 September 2021 (unaudited)	10,000	38,444	(103,262)	(7,252)	118,718	1,482	58,130
As at 1 January 2022 (audited)	<b>10,000</b>	<b>38,444</b>	<b>(103,262)</b>	<b>(7,252)</b>	<b>110,927</b>	–	<b>48,857</b>
Profit and total comprehensive income for the period	–	–	–	–	<b>1,407</b>	–	<b>1,407</b>
As at 30 September 2022 (unaudited)	<b>10,000</b>	<b>38,444</b>	<b>(103,262)</b>	<b>(7,252)</b>	<b>112,334</b>	–	<b>50,264</b>

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 1. GENERAL

Vision International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 19 January 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares were listed (the “**Listing**”) on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 4 May 2018 (the “**Listing Date**”). The Company’s immediate and ultimate holding company is Metro Vanguard Limited (“**Metro Vanguard**”), a company incorporated in the British Virgin Islands (the “**BVI**”) with limited liability. The ultimate controlling party of Metro Vanguard is Mr. Ko Sin Yun (“**Mr. Ko**” or the “**Controlling Shareholder**”) who is also the executive director of the Company. The addresses of the Company’s registered office and principal place of business are disclosed in the Corporate Information section to this report.

The principal activity of the Company is investment holding. The principal activities of the Group are sales of apparel products and other products with the provision of supply chain management (“**SCM**”) services to customers and provision of agency services on construction materials and related materials.

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants as well as with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is different from the functional currency of the Company, United States Dollars (“**US\$**”). The Directors consider that presenting the unaudited condensed consolidated financial statements in HK\$ is preferable as the Company’s shares are listed on GEM of the Stock Exchange.

The accounting policies and basis of preparation adopted in the preparation of these unaudited condensed consolidated financial statements for the nine months ended 30 September 2022 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), except for the adoption of the following new and amendments to HKFRSs effective from 1 January 2022, as noted below.

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 Contract — Cost of Fulfilling a Contract
Amendments to HKFRS 16	COVID-19–Related Rent Concessions beyond 30 June 2021
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle

The application of the new and amendments to HKFRSs in the current period has had no significant financial effect on these unaudited condensed consolidated financial statements for the nine months ended 30 September 2022.

The Group has not early applied those new and revised HKFRSs that have been issued but are not yet effective.

The Directors anticipate that the application of those new standard(s), amendments and interpretation(s) will have no material impact on the unaudited condensed consolidated financial statements.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 3. REVENUE AND SEGMENT INFORMATION

Revenue from contracts with customers represents the fair value of amounts received and receivable from (i) the sales of apparel products with the provision of SCM services to customers; and (ii) the sales of construction materials by the Group.

### Timing of revenue recognition and category of revenue

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Recognised at a point in time and short-term contracts:				
Sales of apparel products with the provision of SCM services	47,039	33,136	111,131	93,677
Agency fee from construction and related materials	–	8	255	981

The Group's operating segment is determined based on information reported to the chief operating decision maker (the "CODM") of the Group, being the executive directors of the Company throughout the year, for the purpose of resource allocation and performance assessment.

Specifically, the Group's reportable segments for the year ended 31 December 2021 under HKFRS 8 are as follows:

1. Sales of apparel and related products with the provision of supply chain management services ("Apparel Products").
2. Provision of agency services for construction and related materials ("Construction Materials").

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 3. REVENUE AND SEGMENT INFORMATION (Continued)

### Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments:

#### For the nine months ended 30 September 2022 (unaudited)

	Apparel Products HK\$'000	Construction Materials HK\$'000	Consolidated HK\$'000
Segment revenue			
External sales	111,131	255	111,386
Segment profit	8,123	255	8,378
Unallocated other income			301
Unallocated other gains and losses, net			128
Unallocated corporate general administrative expenses			(6,168)
Finance costs			(1,014)
Group's profit before tax			1,625

#### For the nine months ended 30 September 2021 (unaudited)

	Apparel Products HK\$'000	Construction Materials HK\$'000	Consolidated HK\$'000
Segment revenue			
External sales	93,677	981	94,658
Segment profit	6,223	981	7,204
Unallocated other income			207
Unallocated other gains and losses, net			(12)
Unallocated corporate general administrative expenses			(7,585)
Finance costs			(594)
Group's loss before tax			(780)

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 3. REVENUE AND SEGMENT INFORMATION (Continued)

### Geographical information

The Group's operations are mainly located in Hong Kong.

The Group's revenue from external customers is mainly derived from customers in Macau, Germany, Hong Kong and Cambodia. The following table sets forth a breakdown of the Group's revenue by the geographical location of the customers.

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Apparel Products				
Hong Kong	16,099	25,693	55,499	39,388
Macau	11,059	–	29,187	30,380
Germany	19,881	7,443	26,124	23,808
Cambodia	–	–	321	–
France	–	–	–	101
	<b>47,039</b>	33,136	<b>111,131</b>	93,677
Construction Materials				
Cambodia	–	8	255	981
	–	–	–	–
Total	<b>47,039</b>	33,144	<b>111,386</b>	94,658

### Information about major customers

Revenue from customers contributing over 10% of the Group's revenue are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Customer A	16,099	4,238	54,994	11,183
Customer B	11,059	–	29,187	30,380
Customer C	19,881	7,444	26,124	20,640
Customer D	*	20,699	*	27,448

All the abovementioned customers are contributing revenue from Apparel Products.

\* The corresponding revenue did not contribute over 10% of the Group's Garment revenue.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 3. REVENUE AND SEGMENT INFORMATION (Continued)

### Information about major customers (Continued)

Non-current assets (excluding financial assets) by geographical location of assets are detailed below:

	As at 30 September 2022 (unaudited) HK\$'000	As at 31 December 2021 (audited) HK\$'000
Hong Kong	25,861	26,687
Germany	4,833	5,583
Total	30,694	32,270

## 4. OTHER INCOME

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Sample sales income	39	72	150	207
Others	95	-	151	-
Total	134	72	301	207

## 5. OTHER GAINS AND LOSSES

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Net foreign exchange (loss) gain	158	(14)	128	(12)
Bad Debt	-	-	-	-
Total	158	(14)	128	(12)

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

## 6. INCOME TAX EXPENSE

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Hong Kong Profits Tax:				
Current tax	413	(170)	434	77
Deferred taxation	(71)	8	(216)	29
Total	342	(162)	218	106

The profits tax of the Group is following the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of the profits of the qualifying group entity shall be taxed at 8.25% and profits above HK\$2 million shall be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime shall be taxed at a flat rate of 16.5%.

## 7. PROFIT (LOSS) FOR THE PERIOD

	Three months ended 30 September		Nine months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Profit (Loss) for the period has been arrived at after charging:				
Directors' remuneration	547	709	1,763	1,802
Other staff costs:				
— Salaries and other benefits	335	446	1,117	1,135
— Retirement benefit scheme contributions	15	15	46	47
Total staff costs	350	461	1,163	1,182
Total employee benefits expenses	897	1,170	2,926	2,984
Auditor's remuneration	100	100	300	300
Depreciation of plant and equipment	263	289	810	868
Depreciation of leasehold improvements	5	5	16	16
Amortisation of intangible assets	250	250	750	750
Cost of inventories recognised as cost of sales	42,072	31,928	103,008	87,454

# Notes to the Unaudited Condensed Consolidated Financial Statements

*For the nine months ended 30 September 2022*

## **8. DIVIDENDS**

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

## **9. EARNINGS (LOSS) PER SHARE**

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

The calculation of basic earnings (loss) per share for the period is based on the unaudited condensed consolidated profit for the nine months ended 30 September 2022 of HK\$1,407,000 (loss for the nine months ended 30 September 2021: HK\$898,000), and the weighted average number of ordinary shares of 100,000,000 (nine months ended 30 September 2021: 100,000,000) in issue during the nine months ended 30 September 2022.

No diluted earnings (loss) per share in both periods was presented as there were no potential ordinary shares outstanding during both periods.

# Management Discussion and Analysis

## **BUSINESS REVIEW**

The Group is based in Hong Kong and generates revenue mainly from (i) the sales of apparel and related products with the provision of SCM services to customers, delivering one-stop solution to customers in Europe and Asia; and (ii) the agency fees from the sales of construction and related materials to the construction materials sourcing agents in South East Asia .

As a well-established apparel SCM services provider, we have developed a vertically integrated business model with services ranging across market trend analysis, product design and development, sourcing of suppliers, production management, logistics services and quality control. Through engaging us for apparel SCM services, our customers are able to focus their resources on their retail businesses and respond quickly to the fast-evolving changes of the fashion industry, as they do not have to separately engage different suppliers for various types of services throughout the apparel supply chain.

Besides, during the nine months ended 30 September 2022, the Group leveraged on its experience in SCM and extended our business to the supply of construction materials in order to diversify our income stream. Our customers for construction materials are primarily construction materials sourcing agents in Cambodia.

# Management Discussion and Analysis

## FINANCIAL REVIEW

### Revenue

Our Group's revenue increased by 17.7% from HK\$94.7 million for the nine months ended 30 September 2021 to HK\$111.4 million for the nine months ended 30 September 2022. The increase was mainly driven by the increased revenue from the sales of apparel and related products to Hong Kong customers.

### Cost of sales

Our cost of sales mainly consists of purchase costs, import duty and other cost of sales. Purchase cost represents the cost of apparel products purchased from our suppliers mainly located in the People's Republic of China, Madagascar and Cambodia, and the cost of construction materials purchased from our suppliers located in Malaysia.

The cost of sales increased by 17.8% from HK\$87.5 million for the nine months ended 30 September 2021 to HK\$103.0 million for the nine months ended 30 September 2022, which was in line with the increased revenue.

### Gross profit and gross profit margin

Our gross profit was HK\$7.2 million and HK\$8.4 million for the nine months ended 30 September 2021 and 2022, respectively. The gross profit margin remained relatively stable at 7.6% for the nine months ended 30 September 2021 and 7.5% for the nine months ended 30 September 2022.

### Other income

Other income amounted to HK\$0.2 million and HK\$0.3 million for the nine months ended 30 September 2021 and 2022, respectively.

### Other gains and losses

Other gains and losses mainly represent the net foreign exchange difference resulted from fluctuations in the exchange rate of the foreign currency incurred in our operation.

# Management Discussion and Analysis

## **Selling and distribution expenses**

Selling and distribution expenses mainly include staff costs, customer service fee, freight and transportation cost, travelling expenses, exhibition fees, design fee, sample and development cost and other selling and distribution expenses.

The selling and distribution expenses remained relatively stable at HK\$1.3 million and HK\$1.2 million for the nine months ended 30 September 2021 and 2022, respectively.

## **Administrative expenses**

Administrative expenses mainly include professional fees, staff costs (including Directors' remuneration), amortization of intangible assets, depreciation, rent and rates and other administrative expenses.

The administrative expenses decreased from HK\$6.2 million for the nine months ended 30 September 2021 to HK\$4.9 million for the nine months ended 30 September 2022. It was mainly attributable to (i) the decrease in staff costs, and (ii) the decrease in professional fees.

## **Finance costs**

The Group's finance costs increased from HK\$0.6 million for the nine months ended 30 September 2021 to HK\$1.0 million for the nine months ended 30 September 2022, which was in line with the increase in bank borrowings.

## **Income tax expense**

Income tax expense increased from HK\$0.1 million for the nine months ended 30 September 2021 to HK\$0.2 million for the nine months ended 30 September 2022. Such increase was in line with the increase in the profit before taxation.

## **Profit (loss) for the period**

The profit of the Group for the nine months ended 30 September 2022 amounted to HK\$1.4 million (loss for the nine months ended 30 September 2021: HK\$0.9 million). Such increase in profit was mainly attributable to the combined effect of (i) the increase in gross profit, and (ii) the decrease in administrative expenses.

## **Charge of the Group's assets**

As at 30 September 2022, the Group pledged the property comprising workshops 1–3 and 5–7 on 3rd Floor of China United Plaza, No. 1008 Tai Nan West Street, Kowloon, Hong Kong to a bank for the bank finance facility for the Group.

# Management Discussion and Analysis

## **Share capital**

The share capital of the Group only comprises of ordinary shares.

Pursuant to the ordinary resolutions passed at the extraordinary general meeting of the Company held on 3 August 2020, the Company implemented the share consolidation with effect from 5 August 2020, on the basis that every ten issued and unissued existing shares of the Company of HK\$0.01 each were consolidated into one consolidated share of HK\$0.1 each, ranked pari passu in all respects with each other. Upon completion of the share consolidation, the Company's share capital consists of 100,000,000 consolidated shares of HK\$0.1 each.

As at 30 September 2022, the Company's issued share capital was HK\$10,000,000 and the number of its issued ordinary shares was 100,000,000 of HK\$0.1 each.

## **Significant investment held**

As at 30 September 2022, the Group did not hold any significant investment.

## **Contingent liabilities**

The Group did not have any material contingent liabilities or guarantees as at 30 September 2022.

## **Foreign exchange exposure**

The revenue of the Group is mainly denominated in US\$, while a certain amount of the revenue is denominated in HK\$ and Euro (“**EUR**”).

Our Group considered that the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged to US\$.

For the transaction denominated in EUR during the nine months ended 30 September 2022, our Group considers that there is no significant foreign exchange risk in respect of EUR.

Nevertheless, the Group will endeavour to manage the foreign exchange risk by closely monitoring the movement of foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

# Management Discussion and Analysis

## **PROSPECTS**

The Group is still struggling to recover in the midst of COVID-19 pandemic and its aftermath. Our profitability has improved, thanks to the stabilizing gross profit margin and the increasing revenue. Yet, the quarantine requirement in Hong Kong is still hindering our overseas customers from visiting us for making sales orders. We expect the forthcoming business environment would still remain challenging.

To cope with the challenging business environment, our management has already taken cost-control measures to reduce our operating costs. Going forward, the Group will continue to keep a close eye on the appropriate ways to apply such measures.

Moreover, in order to diversify the income stream of the Group, the Group has started exploring new business opportunities, such as developing the agency services business for construction and related materials to ASEAN countries since 2020. The Directors are of the view that, the expansion into the construction materials business would bring more stable revenue to the Group, as the sales of construction and related materials is less affected by the COVID-19 pandemic and the US-China trade war.

Nevertheless, to confront the external uncertainties, we are closely monitoring our existing business operations and the possible impacts brought by the COVID-19 pandemic, and taking appropriate actions to tackle such impacts. On production side, measures are taken to make sure the impact on the production and shipment is mitigated as much as possible, such as more comprehensive planning on production schedules with suppliers and the logistics of raw materials and finished goods. On customer side, our team is following up proactively with our major customers via electronic means, in order to minimize the impact on the sales orders at our best endeavours.

# Management Discussion and Analysis

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

As at 30 September 2022, the total equity of the Group was HK\$50.3 million (31 December 2021: HK\$48.9 million). The Group's cash and cash equivalent was HK\$4.0 million (31 December 2021: HK\$1.7 million). Based on the above analysis, coupled with sufficient cash and bank balances, we have adequate liquidity and financial resources to meet our working capital requirements.

## **DIVIDENDS**

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

## **SEGMENT INFORMATION**

Segmental information is disclosed in note 3 of the unaudited condensed consolidated financial statements.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

For the nine months ended 30 September 2022, the Group had not made any material acquisition or disposal of subsidiaries, associates and joint ventures (nine months ended 30 September 2021: Nil).

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

The Group did not have any plan for material investments or capital assets as at 30 September 2022.

# Other Information

## DISCLOSURE OF INTERESTS

### A. Directors' and Chief Executive's Interests And/Or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any of its Associated Corporations

As at 30 September 2022, the interests and short positions of our Directors or chief executive of our Company in the Shares, underlying shares or debentures of the Company and 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") which are 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 in which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to notify to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, will be as follows:

#### (a) Long Position in the Shares of the Company

Name of Director	Nature of interest and capacity	Number of Shares held <sup>(1)</sup>	Percentage of issued share capital <sup>(3)</sup>
Mr. Ko	Interest in a controlled corporation <sup>(2)</sup>	75,000,000 (L)	75%

#### Notes:

1. The letter "L" denotes to the long position in the Shares.
2. The Shares are registered in the name of Metro Vanguard. Accordingly, Mr. Ko is deemed to be interested in all the Shares held by Metro Vanguard for the purpose of Part XV of the SFO.
3. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 30 September 2022 (i.e. 100,000,000 Shares).

## Other Information

(b) *Long Position in the Shares of Associated Corporation*

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/ nature of interest</b>	<b>Number and class of securities</b>	<b>Percentage of issued share capital</b>
Mr. Ko	Metro Vanguard	Beneficial owner	100 ordinary shares	100%

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## Other Information

### B. Substantial Shareholders' and Other Persons' Interests And/Or Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2022, the interest and short positions of the persons (other than the Directors or chief executive of the Company) in the Shares, underlying shares and debentures of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

#### *Long Position in the Company's Shares*

<b>Name</b>	<b>Nature of interest and capacity</b>	<b>Number of Shares held<sup>(1)</sup></b>	<b>Percentage of issued share capital<sup>(3)</sup></b>
Metro Vanguard	Beneficial owner	75,000,000 (L)	75%
Ms. Chan Sau Fung	Interest of spouse <sup>(2)</sup>	75,000,000 (L)	75%

#### *Notes:*

1. The letter "L" denotes to the long position in the Shares.
2. Ms. Chan Sau Fung is the spouse of Mr. Ko. By virtue of the SFO, she is deemed to be interested in all Shares held by Metro Vanguard, in which Mr. Ko is deemed to be interested.
3. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 30 September 2022 (i.e. 100,000,000 Shares).

Save as disclosed above, as at 30 September 2022, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## Other Information

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES**

Save as disclosed in the sub-sections headed "Disclosure of Interests" and "Share Option Scheme" herein, at no time during the nine months ended 30 September 2022 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate.

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS**

For the nine months ended 30 September 2022, the Directors have confirmed that to the best of their knowledge, information and belief and having made all reasonable enquiries, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) had any business or interests in any company that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

### **CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE**

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules (the "CG Code"). The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the shareholders of the Company and enhance the business growth of the Group. Where applicable, the Company has complied with the code provisions as set out in the CG Code during the nine months ended 30 September 2022.

## Other Information

### **DIRECTORS' SECURITIES TRANSACTIONS**

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**") regarding Directors' securities transactions. Having been enquired by the Company, all Directors confirmed that they had complied with the Required Standard of Dealings during the nine months ended 30 September 2022.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2022.

### **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme (the "**Share Option Scheme**") on 16 April 2018 pursuant to a resolution passed by the Company's then sole shareholder. The purpose of the Share Option Scheme is to provide eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Share Option Scheme include any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any of its subsidiaries (including any director of the Company or any of its subsidiaries) who is in full-time or part-time employment with or otherwise engaged by the Company or any of its subsidiaries at the time when an option is granted.

The Share Option Scheme became effective on the Listing Date and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date.

No share option was granted, lapsed, exercised or cancelled by the Company under the Share Option Scheme since its adoption on 16 April 2018 and there was no outstanding share option as at the date of this report.

Further details on the principal terms of the Share Option Scheme were summarised in the section headed "Statutory and General Information — D. Share Option Scheme" in Appendix IV to the Prospectus.

## Other Information

### **AUDIT COMMITTEE AND REVIEW OF ACCOUNTS**

The Company has established the Audit Committee on 16 April 2018 with written terms of reference in compliance with the requirements as set out in Rules 5.28 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The Audit Committee consists of three members, all of whom are the independent non-executive Directors, namely Mr. Chan Kim Sun (chairman), Mr. To King Yan, Adam and Mr. Kwok Chee Kin.

The primary duties of the Audit Committee are, among others, to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial information, oversee the financial reporting process, internal control and risk management systems and audit process, and perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed the unaudited condensed consolidated financial information of the Group for the nine months ended 30 September 2022 and this report, and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

### **FORWARD LOOKING STATEMENTS**

This report contains certain statements that are forward-looking or which use certain forward-looking terminologies. These forward-looking statements are based on the current beliefs, assumptions and expectations of the Directors regarding the industry and markets in which it operates. These forward-looking statements are subject to risks, uncertainties and other factors beyond the Company's control which may cause actual results or performance to differ materially from those expressed or implied in such forward-looking statements.

By Order of the Board  
**Vision International Holdings Limited**  
**Mr. Ko Sin Yun**  
*Chairman and Executive Director*

Hong Kong, 14 November 2022