



B & S International Holdings Ltd.

賓仕國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE : 1705

2022/23 INTERIM REPORT



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CORPORATE INFORMATION

PLACE OF INCORPORATION

Cayman Islands

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Kam Chuen Andrew
(Chief Executive Officer & Chairman)

Mr. Chan Siu Cheung Stephen

Mr. Chau Wing Kong William

Ms. Tin Hau Ling Janny

Independent Non-executive Directors

Mr. Pang Koon Kwai

Mr. See Hung Yan Peter

Mr. Chung Kwok Mo John

COMPANY SECRETARY

Mr. Tang Kwok Hay *(FCPA, FRM)*

AUTHORISED REPRESENTATIVES

Mr. Chan Kam Chuen Andrew

Mr. Tang Kwok Hay *(FCPA, FRM)*

AUDIT COMMITTEE

Mr. Chung Kwok Mo John *(Chairman)*

Mr. Pang Koon Kwai

Mr. See Hung Yan Peter

REMUNERATION COMMITTEE

Mr. Pang Koon Kwai *(Chairman)*

Mr. See Hung Yan Peter

Mr. Chung Kwok Mo John

NOMINATION COMMITTEE

Mr. See Hung Yan Peter *(Chairman)*

Mr. Pang Koon Kwai

Mr. Chung Kwok Mo John

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 01, 11/F

Block A, Ko Fai Industrial Building

7 Ko Fai Road, Yau Tong

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited

Suites 3301-04, 33/F

Two Chinachem Exchange Square

338 King's Road, North Point, Hong Kong

CORPORATE INFORMATION

INDEPENDENT AUDITOR

PricewaterhouseCoopers
22/F, Prince's Building, Central, Hong Kong
*Certified Public Accountants and
Registered PIE Auditor*

LEGAL ADVISER

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15/F, Tower One, Lippo Centre
89 Queensway
Admiralty, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Level 9, HSBC Main Building
1 Queen's Road Central
Hong Kong

Hang Seng Bank Limited

83 Des Voeux Road, Central, Hong Kong

STOCK CODE

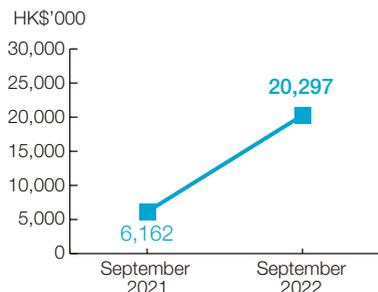
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COMPANY'S WEBSITE

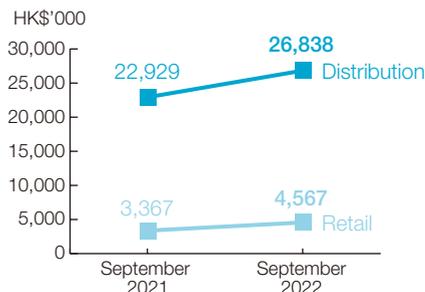
www.bandshk.com

FINANCIAL HIGHLIGHTS

Profit attributable to owners of the Company



Segment Results



- The net profit for the six months ended 30 September 2022 increased by approximately 216.7% as compared with that of the same period in 2021.
- The Group has recorded a net profit of approximately HK\$20.9 million for the six months ended 30 September 2022. If the receipt of wage subsidy from the Hong Kong government is excluded, the Group actually recorded an increase of net profit by approximately HK\$4.6 million as compared to the six months ended 30 September 2021.^(Note 1)
- The Board has resolved to declare an interim dividend of HK2.5 cents per Share, representing a dividend payout ratio of approximately 49.3% on the profit attributable to owners of the Company for the six months ended 30 September 2022 (for the six months ended 30 September 2021: Nil).

	Six months ended		Increase/ (Decrease)
	30 September 2022	2021	
	HK\$ million (Unaudited)	HK\$ million (Unaudited)	
Revenue	234.7	238.8	(1.7%)
Gross Profit	50.6	46.8	8.1%
Net profit	20.9	6.6	216.7%
Basic earnings per Share (HK cents)	5.1	1.5	240%

Note:

1. If the receipt of wage subsidy under the Employment Support Scheme launched by the Hong Kong government of approximately HK\$9.7 million is excluded, the net profit for the six months ended 30 September 2022 will be approximately HK\$11.2 million.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the six months ended 30 September 2022, the Group's revenue amounted to approximately HK\$234.7 million, representing a decrease of approximately 1.7% from approximately HK\$238.8 million for the same period in 2021. Such decrease was mainly attributable to the decrease in revenue generated from the Retail Business as a result of the decrease in the number of retail outlets.

Retail Business

As at 30 September 2022, we had set up 63 self-operated retail outlets and details of which are set out below:

	As at 30 September	
	2022	2021
TenRen (天仁茗茶)	55	56
Chef Hung (洪師父)	4	5
Others	4	3
	63	64

The revenue derived from the Retail Business decreased to approximately HK\$118.1 million for the six months ended 30 September 2022 (six months ended 30 September 2021: approximately HK\$121.0 million), representing a decrease of approximately HK\$2.9 million which contributed to approximately 50.3% of our total revenue.

During the fourth quarter of the last financial year, our revenue performance in the Retail Business was severely hit by the 5th wave of COVID-19 outbreak in Hong Kong. The retail market was gradually improved following the relaxation of social distancing measures in the first quarter of this financial year and our retail revenue performance during the six months ended 30 September 2022 has gradually recovered to approximately the pre-5th wave of COVID-19 level.

Due to our efforts to curb operational costs by negotiating for more preferential rental upon renewal of rental agreements as well as cost control measures implemented to streamline labour costs, the segment profit generated from the Retail Business during the six months ended 30 September 2022 has increased by approximately 35.3% to approximately HK\$4.6 million (six months ended 30 September 2021: approximately HK\$3.4 million).

MANAGEMENT DISCUSSION AND ANALYSIS

Same store sales performance of our TenRen (天仁茗茶) retail outlets

The growth in our same store sales performance derived from “TenRen (天仁茗茶)” retail outlets was mainly due to the ability to improve its sales within the existing retail outlets by the Group. We evaluate our growth within the existing outlets by calculating the average same store sales growth (“SSSG”), which compares the average revenue derived from outlets that were in operation throughout the financial periods compared. The following table sets forth the average same-store sales performance of our “TenRen (天仁茗茶)” retail outlets:

	Six months ended 30 September			
	2021	2022	2020	2021
Number of same-store	53		54	
Average same-store sales	HK\$1.7 million	HK\$1.8 million	HK\$1.7 million	HK\$1.7 million
Average same-store sales growth rate	5.9%		0%	

Average selling prices and volume

The average selling price of our “TenRen (天仁茗茶)” tea drink products increased slightly during the six months ended 30 September 2022 primarily because we rolled out large-cup option in October 2021 which increased the customer spending per cup. The average daily sales volume of our “TenRen (天仁茗茶)” tea drink products decreased during the six months ended 30 September 2022 which was mainly due to the decrease in the number of retail outlets. The following table sets forth the average selling price and average daily sales volume of our “TenRen (天仁茗茶)” tea drink products for the periods indicated:

	Six months ended	
	30 September 2022	2021
Average selling price (HK\$)		
Tea drink products (per cup)	27.7	24.9
Packaged tea leaves products (per unit)	109.5	100.8
Average daily sales volume		
Tea drink products (per cup)	18,000	19,000
Packaged tea leaves products (per unit)	86.7	95.9

MANAGEMENT DISCUSSION AND ANALYSIS

Distribution Business

The revenue generated from the Distribution Business for the six months ended 30 September 2022 amounted to approximately HK\$116.6 million (six months ended 30 September 2021: approximately HK\$117.8 million), which was relatively stable as compared to that of the same period in 2021.

Followed by our efforts on sourcing high-quality products around the world to ensure a wider selection for our customers, and the benefits from the depreciation of foreign currencies, especially Japanese Yen and Taiwan New Dollar, the segment profit generated from the Distribution Business during the six months ended 30 September 2022 has increased by approximately 17.0% to approximately HK\$26.8 million (six months ended 30 September 2021: approximately HK\$22.9 million).

OUTLOOK

Looking ahead, the uncertainty of the global economic environment and the ongoing COVID-19 pandemic situation in the second half of the financial year are expected to be impacting businesses across sectors in Hong Kong significantly. As the market can hardly resume to the normal level in the short term, we will continue to put effort in our products offerings, marketing and cost controlling in order to maintain our market share and improve our profitability.

For Retail Business, the Group will fortify our leading market position and further improve our operating efficiency. We will seek to attract more customers through launching new products and collaborating with various brands. On the other hand, we will continue to improve our shop mix by identifying suitable locations for opening new retail outlets and to discontinue less profitable retail outlets upon expiry of their rental agreements.

For Distribution Business, the Group intends to expand its brand and product portfolios to stay competitive in the market and to ensure a wider selection for its customers. The Group will focus on identifying more overseas brands and high-quality products that suit the tastes and preferences of Hong Kong consumers.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL OVERVIEW

Revenue

For the six months ended 30 September 2022, the Group's revenue amounted to approximately HK\$234.7 million, representing a decrease of approximately 1.7% from approximately HK\$238.8 million for the same period in 2021.

The revenue derived from the Retail Business decreased to approximately HK\$118.1 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$2.9 million (six months ended 30 September 2021: approximately HK\$121.0 million) which contributed to approximately 50.3% of the Group's total revenue. Such decrease was mainly as a result of the decrease in the number of "TenRen (天仁茗茶)" retail outlets.

The revenue derived from the Distribution Business decreased to approximately HK\$116.6 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$1.2 million (six months ended 30 September 2021: approximately HK\$117.8 million) which contributed to approximately 49.7% of the Group's total revenue.

Cost of sales

For the six months ended 30 September 2022, the Group's cost of sales amounted to approximately HK\$184.0 million, representing a decrease of approximately 4.2% from approximately HK\$192.0 million for the same period in 2021. Such decrease was mainly due to the depreciation of Japanese Yen and Taiwan New Dollar against HK Dollars as stated above.

Gross profit and gross profit margin

For the six months ended 30 September 2022, the Group's gross profit amounted to approximately HK\$50.6 million, representing an increase of approximately 8.1% from approximately HK\$46.8 million for the same period in 2021. The Group's gross profit margin for the six months ended 30 September 2022 increased by approximately 2.0% to approximately 21.6% as compared to that of approximately 19.6% for the same period in 2021. Such increase in gross profit margin was mainly due to the depreciation of Japanese Yen and Taiwan New Dollar against HK Dollars as stated above.

MANAGEMENT DISCUSSION AND ANALYSIS

Selling and distribution expenses

For the six months ended 30 September 2022, the selling and distribution expenses of the Group amounted to approximately HK\$17.5 million (six months ended 30 September 2021: approximately HK\$18.2 million), which remained relatively stable as compared with that of the same period in 2021.

Administrative expenses

For the six months ended 30 September 2022, the administrative expenses of the Group amounted to approximately HK\$19.2 million (six months ended 30 September 2021: approximately HK\$18.0 million), representing an increase of approximately 6.7% or HK\$1.2 million. Such increase was mainly due to the inflation of various expenses.

Finance costs, net

For the six months ended 30 September 2022, the net finance costs of the Group amounted to approximately HK\$1.5 million, representing a decrease of approximately 25.0% from approximately HK\$2.0 million for the same period in 2021. Such decrease was mainly attributable to the decrease in bank borrowings and lease liabilities during the six months ended 30 September 2022.

Income tax expense

For each of the six months ended 30 September 2022 and 30 September 2021, the Group recorded income tax expense of approximately HK\$2.0 million and HK\$1.1 million, respectively, representing an effective tax rate of approximately 8.7% and 14.3%, respectively, for the corresponding periods. The lower effective tax rate for the six months ended 30 September 2022 was due to the recognition of the government subsidy granted by the Hong Kong government under the Anti-Epidemic Fund, which was a non-taxable income.

MANAGEMENT DISCUSSION AND ANALYSIS

Net profit

Profit attributable to owners of the Company for the six months ended 30 September 2022 was approximately HK\$20.3 million, representing an increase of approximately 227.4% from approximately HK\$6.2 million for the same period in 2021. The net profit for the six months ended 30 September 2022 was approximately HK\$20.9 million (six months ended 30 September 2021: approximately HK\$6.6 million). Whilst the net profit of the Group for the six months ended 30 September 2022 included the receipt of the wage subsidy under the Employment Support Scheme launched by the Hong Kong government which amounted to approximately HK\$9.7 million, the Group did not receive such subsidy from the Hong Kong government during the six months ended 30 September 2021. If the above subsidy from the Hong Kong government is excluded, the Group actually recorded an increase in net profit by approximately HK\$4.6 million, which was mainly attributable to the depreciation of Japanese Yen and Taiwan New Dollar against Hong Kong Dollars during the period.

The net profit margin (calculated as a ratio of net profit for the period to revenue) for the six months ended 30 September 2022 was approximately 8.9%, as compared to approximately 2.8% for the same period in 2021. Basic earnings per share for the six months ended 30 September 2022 amounted to approximately HK5.1 cents, as compared to approximately HK1.5 cents for the same period in 2021.

Capital expenditure

During the six months ended 30 September 2022, capital expenditure amounted to approximately HK\$16.9 million. Such amount was mainly used for the opening of new retail outlets and renovation of existing retail outlets.

MANAGEMENT DISCUSSION AND ANALYSIS

Liquidity and financial resources review

Our Group is financially sound with cash and cash equivalents and short-term bank deposits amounted to approximately HK\$62.2 million as at 30 September 2022 (31 March 2022: approximately HK\$55.2 million). As at 30 September 2022, the gearing ratio of the Group was approximately 30.6% (31 March 2022: approximately 38.3%), which was calculated based on the total debt divided by the total capital at the end of the financial period/year and multiplied by 100%. Debt of the Group refers to bank borrowings and lease liabilities. As at 30 September 2022, the Group has total bank facilities of approximately HK\$113.4 million (31 March 2022: approximately HK\$113.4 million) of which approximately HK\$30.7 million (31 March 2022: approximately HK\$39.7 million) has been utilised. We aim to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable us to continue our business in a manner which is consistent with the short-term and long-term financial strategies of the Group.

Foreign currency risk

The Group operates in Hong Kong and is exposed to foreign currency risk from the purchase of goods from overseas suppliers and cash and bank borrowings denominated in foreign currencies, primarily with respect to Japanese Yen, Taiwan New dollar and United States dollar. The Group will continue to take proactive measures and monitor closely of its exposure to such currency movement.

Treasury policies

The Group adopts prudent treasury policies. The Group's management has monitored procedures to ensure that follow up action is taken to recover overdue debts. In addition, the management reviews regularly the recoverable amount of each individual trade receivable by taking into account the market conditions, customers' profiles and contractual terms to ensure that adequate impairment is made for irrecoverable amounts. On top of these ongoing credit evaluations, the Board also closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

MANAGEMENT DISCUSSION AND ANALYSIS

Capital structure

The shares of the Company (the “Shares”) were successfully listed on the Main Board of the Stock Exchange on 14 March 2018. There has been no change in the capital structure of the Group since then. The share capital of the Company only comprises ordinary Shares. As at 30 September 2022, the Company had 400,000,000 Shares in issue.

Material acquisitions and disposals of subsidiaries and affiliated companies

For the six months ended 30 September 2022, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures.

Significant investments and acquisitions of capital assets

For the six months ended 30 September 2022, the Group did not hold any significant investments nor made any significant acquisitions of capital assets.

Capital commitments and contingent liabilities

Details of the capital commitments and contingent liabilities are set out in Note 24 and Note 26 to the interim condensed consolidated financial information in this report.

Event after the reporting period

No significant event has taken place after 30 September 2022 and up to the date of this report.

Employees and remuneration policies and training schemes

As at 30 September 2022, the Group employed a total of 684 employees (as at 31 March 2022: 609) and the employee benefit expenses including directors’ emoluments were approximately HK\$50.3 million (as at 31 March 2022: HK\$96.9 million). The Group offers a comprehensive remuneration package which is reviewed by the management on a regular basis. The Group has also provided training programmes to its management and employees regularly to ensure that they are properly trained.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2022

	Notes	Six months ended	
		30 September 2022	2021
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	7	234,671	238,775
Cost of sales	10	(184,044)	(192,002)
Gross profit		50,627	46,773
Other gains/(losses), net	8	773	(901)
Other income, net	9	9,696	25
Selling and distribution expenses	10	(17,473)	(18,168)
Administrative expenses	10	(19,175)	(18,000)
Operating profit		24,448	9,729
Finance income		34	6
Finance costs		(1,573)	(2,033)
Finance costs, net	11	(1,539)	(2,027)
Profit before income tax		22,909	7,702
Income tax expense	12	(2,026)	(1,111)
Profit and total comprehensive income for the period		20,883	6,591
Profit and total comprehensive income attributable to:			
Owners of the Company		20,297	6,162
Non-controlling interest		586	429
		20,883	6,591
Earnings per share for profit attributable to owners of the Company during the period (expressed in HK cents per share)			
– basic and diluted	13	5.1	1.5

The above interim condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

		30 September 2022	31 March 2022
	<i>Notes</i>	HK\$'000 (Unaudited)	HK\$'000 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	15	7,914	9,702
Right-of-use assets	22	40,734	46,555
Deferred income tax assets		9,565	11,064
Deposits and other assets	17	11,036	10,538
		69,249	77,859
Current assets			
Inventories	16	20,359	19,781
Trade receivables	18	54,441	52,914
Deposits, prepayments and other receivables	17	25,788	16,034
Restricted cash	19	30,000	30,000
Short-term bank deposits	19	–	410
Cash and cash equivalents	19	62,239	54,809
		192,827	173,948
Total assets		262,076	251,807
EQUITY			
Equity attributable to owners of the Company			
Share capital	20	4,000	4,000
Reserves		79,794	79,794
Retained earnings		63,492	43,195
		147,286	126,989
Non-controlling interest		3,736	3,950
Total equity		151,022	130,939

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

		30 September 2022	31 March 2022
	<i>Notes</i>	HK\$'000 (Unaudited)	HK\$'000 (Audited)
LIABILITIES			
Non-current liability			
Lease liabilities	22	15,048	18,488
Current liabilities			
Trade and other payables	21	43,872	39,266
Income tax payable		617	198
Lease liabilities	22	29,401	32,545
Bank borrowings	23	22,116	30,371
		96,006	102,380
Total liabilities		111,054	120,868
Total equity and liabilities		262,076	251,807

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Attributable to owners of the Company			Total HK\$'000
	Share capital HK\$'000 (Note 20)	Reserves and retained earnings HK\$'000	Non- controlling interest HK\$'000	
Balance at 1 April 2021	4,000	122,393	4,281	130,674
Profit and total comprehensive income for the period	–	6,162	429	6,591
Transaction with owners in their capacity as owners:				
Dividends paid to a non-controlling shareholder	–	–	(490)	(490)
Balance at 30 September 2021 (Unaudited)	4,000	128,555	4,220	136,775
Balance at 1 April 2022	4,000	122,989	3,950	130,939
Profit and total comprehensive income for the period	–	20,297	586	20,883
Transaction with owners in their capacity as owners:				
Dividends paid to a non-controlling shareholder	–	–	(800)	(800)
Balance at 30 September 2022 (Unaudited)	4,000	143,286	3,736	151,022

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	Note	Six months ended	
		30 September 2022	2021
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Cash flows from operating activities			
Cash generated from operations		42,355	33,434
Income tax (paid)/refunded		(108)	337
Net cash generated from operating activities		42,247	33,771
Cash flows from investing activities			
Purchase of property, plant and equipment		(3,941)	(2,252)
Purchase of key management life insurance contracts		(250)	(214)
Proceeds from disposals of property, plant and equipment		–	40
Interest received		34	6
Change in short-term bank deposits		410	393
Net cash used in investing activities		(3,747)	(2,027)
Cash flows from financing activities			
Proceeds from bank borrowings		22,958	67,757
Repayments of bank borrowings		(31,213)	(67,393)
Payment of dividend to non-controlling interest		(800)	(490)
Principal element of lease payments		(21,564)	(22,316)
Interest paid		(451)	(578)
Net cash used in financing activities		(31,070)	(23,020)
Net increase in cash and cash equivalents		7,430	8,724
Cash and cash equivalents at beginning of the period		54,809	44,681
Cash and cash equivalents at end of the period	19	62,239	53,405

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1 GENERAL INFORMATION

B & S International Holdings Ltd. (the “Company”) was incorporated in the Cayman Islands on 21 August 2017 as an exempted company with limited liability under the Companies Act (Cap. 22, Act 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, “the Group”) are principally engaged in (i) distribution of food and beverage products (“Distribution Business”); and (ii) provision of catering services (“Retail Business”) in Hong Kong (collectively, the “Business”).

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 14 March 2018.

These interim condensed consolidated financial information is presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2 BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 September 2022 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This interim condensed consolidated financial information does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual consolidated financial statements for the year ended 31 March 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3 ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES

3.1 Accounting policies

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 March 2022 as described in those annual financial statements except for the estimation of income tax is accrued using the tax rate that would be applicable to the expected total annual earnings and the adoption of new and amended standards as set out below.

(a) New or amendments standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period. The Group assessed the adoption of these new or amended standards and concluded that they did not have a significant impact on the Group's interim results and financial position.

HKAS 16 (Amendments)	Property, plant and equipment: Proceeds Before Intended Use
HKAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract
HKFRS 3 (Amendments)	Reference to the Conceptual Framework
Annual Improvements to HKFRS Standards 2018–2020	HKFRS 9, HKFRS 16, HKFRS 1, HKAS 41
Accounting Guideline 5 (Revised)	Combinations Merger Accounting for Common Control

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3 ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES *(Continued)*

3.1 Accounting policies *(Continued)*

(b) New or amended standards not adopted by the Group

The followings are new or amended standards that have been issued but are not effective for the financial year beginning on 1 April 2022 and have not been early adopted by the Group. The Group plans to adopt these new or amended standards when they become effective:

		Effective for annual periods beginning on or after
HKAS 1 (Amendment)	Classification of Liabilities as Current or Non-current	1 April 2023
HKFRS 17	Insurance contracts	1 April 2023
HKAS 1 (Amendment) and HKFRS Practice Statement 2 (Amendment)	Disclosure of Accounting Policies	1 April 2023
HKAS 8 (Amendment)	Definition of Accounting Estimates	1 April 2023
HKAS 12 (Amendment)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 April 2023
HK – Interpretation 5 (2020)	Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause	1 April 2023
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture	To be announced by HKICPA

None of the above new standards or amendments to existing standards is expected to have a significant effect on the condensed consolidated financial information of the Group.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

4 ESTIMATES

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2022.

5 FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 March 2022.

There have been no changes in the risk management policies since year end.

5.2 Liquidity risk

There was no material change in the contractual undiscounted cash flows for financial liabilities.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

5 FINANCIAL RISK MANAGEMENT *(Continued)*

5.3 Fair value estimation

The carrying values of the Group's current financial assets, including trade receivables, deposits, other receivables, other assets, short-term bank deposits and cash and cash equivalents, and the Group's current financial liabilities, including trade and other payables, lease liabilities and bank borrowings approximate their fair values due to their short maturities.

At 30 September 2022 and 31 March 2022, the Group did not have any financial instruments carried at fair value.

The carrying values less impairment provision of trade and other receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

6 SEGMENT INFORMATION

The chief operating decision-makers have been identified as the Executive Directors of the Company (collectively referred to as the "CODM") that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources.

The Group is principally engaged in the Distribution Business and the Retail Business in Hong Kong. The Executive Directors consider the business from a product perspective. They reviewed the qualitative factors such as business activities, economic and legal characteristics and quantitative factors such as the financial performance of the Distribution Business and the Retail Business to assess the performance of the operating segments.

No geographical segment information is presented as all the sales and operating profits of the Group are derived in Hong Kong and all the operating assets of the Group are located in Hong Kong.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6 SEGMENT INFORMATION *(Continued)*

The segment information provided to the CODM for the reportable segments for the six months ended 30 September 2022 and 2021 is as follows:

	For the period ended 30 September 2022 (Unaudited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
	Segment revenue – recognised at a point in time	116,561	118,110
Segment results	26,838	4,567	31,405
Unallocated expenses			(17,426)
Other gains, net			773
Other income, net			9,696
Finance costs, net			(1,539)
Profit before income tax			22,909
Income tax expense			(2,026)
Profit for the period			20,883
Segment items included:			
Depreciation of property, plant and equipment	745	4,109	4,854
Depreciation of right-of-use assets	–	19,679	19,679

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6 SEGMENT INFORMATION *(Continued)*

	For the period ended 30 September 2021 (Unaudited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
Segment revenue – recognised at a point in time	117,760	121,015	238,775
Segment results	22,929	3,367	26,296
Unallocated expenses			(15,691)
Other losses, net			(901)
Other income, net			25
Finance costs, net			(2,027)
Profit before income tax			7,702
Income tax expense			(1,111)
Profit for the period			6,591
Segment items included:			
Depreciation of property, plant and equipment	1,273	6,947	8,220
Depreciation of right-of-use assets	–	21,213	21,213

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6 SEGMENT INFORMATION *(Continued)*

The segment assets as at 30 September 2022 and 31 March 2022 and the reconciliation to the total assets are as follows:

	As at 30 September 2022 (Unaudited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
	Total segment assets	77,068	76,448
Total segment assets include:			
Additions to non-current assets (other than financial instruments and deferred income tax assets)	126	16,812	16,938
	As at 31 March 2022 (Audited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
	Total segment assets	71,221	80,401
Total segment assets include:			
Additions to non-current assets (other than financial instruments and deferred income tax assets)	1,134	36,634	37,768

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6 SEGMENT INFORMATION *(Continued)*

Reconciliation of total segment assets to total assets is provided as follows:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Total segment assets	153,516	151,622
Unallocated:		
Deferred income tax assets	9,565	11,064
Deposits and other assets	6,756	3,902
Restricted cash	30,000	30,000
Short-term bank deposits	–	410
Cash and cash equivalents	62,239	54,809
Total assets	262,076	251,807

The segment liabilities as at 30 September 2022 and 31 March 2022 and the reconciliation to the total liabilities are as follows:

	As at 30 September 2022 (Unaudited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
Total segment liabilities	34,897	66,418	101,315

	As at 31 March 2022 (Audited)		
	Distribution Business HK\$'000	Retail Business HK\$'000	Total HK\$'000
Total segment liabilities	41,568	69,581	111,149

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6 SEGMENT INFORMATION *(Continued)*

Reconciliation of total segment liabilities to total liabilities is provided as follows:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Total segment liabilities	101,315	111,149
Unallocated:		
Other payables	1,122	1,521
Income tax payable	617	198
Bank borrowings	8,000	8,000
Total liabilities	111,054	120,868

7 REVENUE

The Group is principally engaged in distribution of food and beverage products and provision of catering services in Hong Kong.

Revenue from Distribution Business and Retail Business recognised during the period are as follows:

	Six months ended 30 September 2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Sales of goods	116,561	117,760
Catering services	118,110	121,015
	234,671	238,775

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

8 OTHER GAINS/(LOSSES), NET

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Change in cash surrender value of key management life insurance contracts	(64)	(57)
(Loss)/gain on disposal of property, plant and equipment	(13)	40
Exchange gain/(loss), net	850	(884)
	773	(901)

9 OTHER INCOME, NET

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Government subsidy (<i>Note</i>)	9,740	–
Sundry (expense)/income	(44)	25
	9,696	25

Note: The government subsidy represents a subsidy of HK\$9,740,000 (for the six months ended 30 September 2021: Nil) granted by the Government of the Hong Kong Special Administrative Region under the Anti-Epidemic fund. There are no unfulfilled conditions or other contingencies attaching in the subsidy.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

10 EXPENSES BY NATURE

Expenses included in costs of sales, selling and distribution expenses and administrative expenses are analysed as follows:

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cost of inventories sold	104,867	107,761
Depreciation of property, plant and equipment (Note 15)	4,854	8,220
Depreciation of right-of-use assets	19,679	21,213
Employee benefit expenses	50,313	48,815
Short-term and variable lease payments	8,358	8,733
Utilities expenses	8,117	9,322
Transportation and logistic service expenses	6,099	5,738
Freight charges	3,401	3,229
Auditor's remuneration		
– Audit services	750	680
– Non-audit services	–	100
Franchise fee	1,974	2,142
Travelling expenses	271	222
Insurance expenses	590	749
Legal and professional fees	927	696
Others	10,492	10,550
	220,692	228,170
Representing:		
Cost of sales	184,044	192,002
Selling and distribution expenses	17,473	18,168
Administrative expenses	19,175	18,000
	220,692	228,170

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

11 FINANCE COSTS, NET

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Finance income		
– Bank interest income	34	6
Finance costs		
– Interest expense on bank borrowings	(451)	(578)
– Lease liabilities	(1,122)	(1,455)
	(1,573)	(2,033)
Finance costs, net	(1,539)	(2,027)

12 INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the two-tiered rate of 8.25% for the first HK\$2 million of the estimated assessable profits for one of the Group's subsidiaries in Hong Kong and 16.5% on the remaining estimated assessable profits for the six months ended 30 September 2022 (six months ended 30 September 2021: same).

The amount of taxation charged to the interim consolidated statements of comprehensive income represents:

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current income tax	527	336
Deferred income tax	1,499	775
	2,026	1,111

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

13 EARNINGS PER SHARE

(a) Basic

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

	Six months ended 30 September	
	2022 (Unaudited)	2021 (Unaudited)
Profit attributable to owners of the Company (HK\$'000)	20,297	6,162
Weighted average number of ordinary shares in issue (thousands)	400,000	400,000
Basic earnings per share (HK cents)	5.1	1.5

(b) Diluted

For the periods ended 30 September 2022 and 2021, diluted earnings per share equals basic earnings per share as there was no dilutive potential shares.

14 DIVIDENDS

On 24 November 2022, the Board has resolved to declare and pay an interim dividend of HK2.5 cents per share, amounting to a total dividend of HK\$10,000,000, in respect of the six months ended 30 September 2022 (for the six months ended 30 September 2021: Nil). The interim dividend has not been recognised as a liability in this interim financial information.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

15 PROPERTY, PLANT AND EQUIPMENT

	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Audited)
Net book value as at 1 April	9,702	21,830
Additions	3,079	2,282
Depreciation	(4,854)	(8,220)
Disposal	(13)	–
Net book value as at 30 September	7,914	15,892

16 INVENTORIES

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Raw materials	6,060	6,290
Finished goods	14,299	13,491
	20,359	19,781

Inventories mainly comprise food and beverage products which are stated at lower of cost and net realisable value.

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$104,867,000 (30 September 2021: HK\$107,761,000).

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

17 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Non-current		
Rental deposits	6,562	7,112
Deposits for the purchase of property, plant and equipment	862	–
Key management life insurance contracts (<i>Note</i>)	3,612	3,426
	11,036	10,538
Current		
Prepayments	8,436	3,061
Rental and other deposits	11,620	10,873
Government subsidy receivables	3,085	1,350
Other receivables	2,647	750
	25,788	16,034
	36,824	26,572

Note: The carrying value of such insurance contracts represented the cash surrender value of the insurance contracts. These insurance contracts are denominated in USD and HK\$.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

18 TRADE RECEIVABLES

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Trade receivables		
– third parties	54,441	52,914

The Group's retail sales are settled on cash basis. The Group generally grants credit period ranged from 0 to 120 days to its customers for the Distribution Business.

As at 30 September 2022 and 31 March 2022, the ageing analysis of the trade receivables based on invoice date was as follows:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
0–30 days	22,912	18,510
31–60 days	14,013	9,183
61–90 days	10,610	13,975
91–180 days	6,382	10,072
Over 180 days	524	1,174
	54,441	52,914

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. There is no significant impact of loss allowance for trade receivables as at 30 September 2022 (31 March 2022: same).

The Group does not hold any collateral as security.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

19 CASH AND CASH EQUIVALENTS, SHORT-TERM BANK DEPOSITS AND RESTRICTED CASH

(a) Cash and cash equivalents and short-term bank deposits

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Cash at banks	61,368	53,869
Cash on hand	871	940
	62,239	54,809
Short-term bank deposits	–	410
	62,239	55,219

(b) Restricted cash

As at 30 September 2022, the Group had HK\$30,000,000 restricted deposits held at banks as securities for certain banking facilities (31 March 2022: HK\$30,000,000).

20 SHARE CAPITAL

	Number of Shares	Share capital HK\$'000
Authorised:		
Ordinary Shares of HK\$0.01 each		
At 1 April 2021, 30 September 2021, 1 April 2022 and 30 September 2022	10,000,000,000	100,000
Issued and fully paid:		
Ordinary Shares of HK\$0.01 each		
At 1 April 2021, 30 September 2021, 1 April 2022 and 30 September 2022	400,000,000	4,000

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

21 TRADE AND OTHER PAYABLES

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Trade payables (<i>Note</i>)	16,042	15,877
Other payables	27,830	23,389
	43,872	39,266

Note: During the year ended 31 March 2021, the Group entered into an agreement with a supplier in relation to supply of masks with total contract value of HK\$31,000,000. As at 30 September 2022, masks with invoiced value of HK\$9,250,000, after deducting the sales rebates of HK\$500,000, under the agreement were delivered to the Group and the Group recorded a trade payable as such in accordance with its accounting policy (31 March 2022: same). The Company is now in litigation procedure with the supplier for breach of the agreement (see Note 26). Pending outcome of such litigation, should the Company be able to win the case, the respective trade payable amounts will be derecognised.

The ageing analysis of trade payables based on invoice date was as follows:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
0–30 days	2,754	2,615
31–60 days	3,869	3,347
61–90 days	169	269
Over 90 days	9,250	9,646
	16,042	15,877

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

22 LEASES

(a) Amounts recognised in the interim condensed consolidated statement of financial position

The interim condensed consolidated balance sheet shows the following amounts related to leases:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Right-of-use assets		
Retail shops and warehouse	40,734	46,555
Lease liabilities		
Current	29,401	32,545
Non-current	15,048	18,488
	44,449	51,033

During the six months ended 30 September 2022, additions to the right-of-use assets amounted to approximately HK\$13,859,000 (31 March 2022: HK\$34,019,000).

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

22 LEASES *(Continued)*

(b) Amounts recognised in the interim condensed consolidated statement of comprehensive income

The interim condensed consolidated statement of comprehensive income shows the following amounts relating to leases:

	30 September 2022 HK\$'000 (Unaudited)	30 September 2021 HK\$'000 (Unaudited)
Depreciation of right-of-use assets	19,679	21,213
Interest expenses on lease liabilities <i>(Note 11)</i>	1,122	1,455
Expenses relating to short-term leases (included in cost of sales and administrative expenses) <i>(Note 10)</i>	8,358	8,733

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

23 BANK BORROWINGS

Bank borrowings represent mainly the import loans and term loans drawn by the Group. The Group's borrowings, after taking into account of repayable on demand clause, are repayable as follows:

	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
Current		
Within 1 year or on demand	22,116	30,371

As at 30 September 2022, the Group's banking facilities are secured by:

- (i) Cross guarantees by the Group's companies (31 March 2022: same);
- (ii) Restricted cash deposits of HK\$30,000,000 (Note 19(b)) (31 March 2022: HK\$30,000,000).

In addition to the above, the Group is required to comply with certain restrictive financial covenants imposed by the banks.

24 COMMITMENTS

The Group does not have any material capital commitment as at 30 September 2022 and 31 March 2022.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

25 RELATED PARTY TRANSACTIONS

As at 30 September 2022, the major shareholders of the Company are ACAC Investment, SCSC Investment and CCST investment, which owned 25%, 25% and 25% of the Company's issued shares respectively. The ultimate controlling parties of the Group are Mr. Chan Kam Chuen, Andrew, Mr. Chan Siu Cheung, Stephen and Mr. Chau Wing Kong, William, the directors of the Company, respectively.

(a) Names and relationships with related parties

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

The following individuals and companies are related parties of the Group that had balances and/or transactions with the Group during the periods ended 30 September 2022 and 2021.

Name of related parties	Relationship with the Group
Mr. Chan Kam Chuen, Andrew	Controlling Shareholder
Mr. Chan Siu Cheung, Stephen	Controlling Shareholder
Mr. Chau Wing Kong, William	Controlling Shareholder
Ms. Tin Hau Ling, Janny	Spouse of a Controlling Shareholder
New Odaiba ("New Odaiba")	Controlled by spouse of Mr. Chau Wing Kong, William
Best Source Enterprises Limited ("Best Source")	Controlled by Mr. Chan Kam Chuen, Andrew, Mr. Chau Wing Kong, William and Mr. Chan Siu Cheung, Stephen

Save as disclosed elsewhere in the interim condensed consolidated financial statements, the Group had the following related transactions during the periods ended 30 September 2022 and 2021.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

25 RELATED PARTY TRANSACTIONS *(Continued)*

- (b) In addition to those disclosed elsewhere in the interim condensed consolidated financial statements, the Group had the following transactions with related parties:

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Continued transactions		
Operating lease rental paid to a related party		
– Best Source	3,504	3,504

Rental expenses were based on terms mutually agreed with related parties and in the ordinary course of business.

(c) Key management compensation

Key management includes Executive Directors and the senior management of the Group.

Compensation of the key management personnel of the Group, including director's remunerations, was as follows:

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Wages, salaries, bonuses and allowances	1,812	1,518
Pension costs – defined contribution plans	40	36
Staff welfare and benefits	–	–
	1,852	1,554

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

26 CONTINGENT LIABILITIES

On 13 August 2020, Wise Fine Enterprises Limited (“Wise Fine”), an indirect wholly-owned subsidiary of the Company entered into an agreement (the “Agreement”) with a supplier (the “Supplier”) for purchasing a quantity of no less than 21,000,000 pieces of masks with a total contract sum of HK\$31,500,000. The Group placed order to the Supplier for delivery of masks and around 6,500,000 pieces of masks with total transaction price of HK\$9,250,000, after deducting sales rebates of HK\$500,000, were delivered to the Group during December 2020 to January 2021 (the “Delivered Masks”) (see Note 21).

Upon receipt of the Delivered Masks, the Group carried out quality check on the masks through certain Hong Kong accredited laboratories and noted consistent failure in meeting the quality standard as stipulated in the Agreement. The Group has been actively negotiating with the Supplier in relation to the quality problem but the Supplier was unable to deliver masks up to the quality standard as stated in the Agreement.

On 29 January 2021, Wise Fine issued a writ of summons through its solicitors against the Supplier in the Court of First Instance of the High Court of Hong Kong (the “Court”). Wise Fine as plaintiff stated that the goods delivered by the Supplier under the Agreement failed to meet the agreed quality and/or standards under the Agreement, and claims against the Supplier of, *inter alia*, (i) a declaration that the Agreement was lawfully terminated upon the Supplier’s repudiatory breach; (ii) a declaration that the Agreement was lawfully rescinded on the ground of misrepresentation; and (iii) damages, interests and costs of HK\$9,083,000.

On 2 February 2021, Wise Fine received a writ of summons issued in the Court by the solicitors acting for the Supplier as plaintiff against Wise Fine as defendant. As stated in the claim filed against Wise Fine, the Supplier alleged that Wise Fine has breached the Agreement, and claims against Wise Fine, *inter alia*, the sum of HK\$9,750,000 plus damages, interests and costs. This allegation is mainly related to Wise Fine not settling a payable balance of the same amount relating to purchase of the Delivered Masks from the Supplier.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

26 CONTINGENT LIABILITIES *(Continued)*

On 18 March 2021, Wise Fine and the Supplier filed a consent summons to the Court for an order that the actions filed by Wise Fine and the Supplier mentioned above to be consolidated and thereafter be carried on as one action. On 19 March 2021, an order was granted for, *inter alia*, the consolidation of the actions. On 23 March 2021, the consolidated statement of claim was issued in the Court by Wise Fine, demanding, *inter alia* for lawful termination of the Agreement, damages for breach of contract or misrepresentation and an order that the Supplier indemnify Wise Fine from any and all loss and damage sustained by Wise Fine as a result of the defects in the goods supplied by the Supplier under the Agreement and further interest, costs and other reliefs, amounting to approximately HK\$9,083,000.

On 11 May 2021, Wise Fine received a consolidated defence and counterclaim from the Supplier in response to the consolidated statement of claim made by Wise Fine with claim amounts amounting to approximately HK\$27,186,000, including, among others, the claim on Delivered Masks of HK\$9,750,000 plus further damages, interests, costs and any other further reliefs.

Management believes that the allegations and claims from the Supplier are without merit and not substantiated. Management considers that the quality problems of the masks, as evidenced by certain testing reports prepared by several Hong Kong accredited laboratories, provided strong evidence that Wise Fine will win the court case eventually. Management considered that the Supplier has not fulfilled its obligations in the Agreement and it constituted a repudiatory breach of contract. Accordingly, management are of the view that no additional provision shall necessarily be made for the remaining claim amounts. Should the Group win the case in the end, the trade payables in relation to the Delivered Masks will be derecognised.

As the court case is still at an early stage, final outcome of the litigation and the actual financial impacts to the consolidated financial statements cannot be estimated with certainty. Nonetheless, should Wise Fine lose the legal case in full, Wise Fine would have to record additional loss from litigation of approximately HK\$17,936,000, being the claim sum submitted by the Supplier for the undelivered committed masks plus legal costs.



OTHER INFORMATION

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK\$2.5 cents per Share for the six months ended 30 September 2022 payable on or about Tuesday, 20 December 2022 to the shareholders of the Company (the “Shareholders”) whose names appeared on the Company’s register of members at the close of business on Wednesday, 14 December 2022.

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company on Wednesday, 14 December 2022 will be eligible for the interim dividend. The register of members of the Company will be closed from Monday, 12 December 2022 to Wednesday, 14 December 2022, both days inclusive. In order to qualify for the interim dividend, Shareholders should ensure that all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong no later than 4:00 p.m. on Friday, 9 December 2022.

SHARE OPTION SCHEME

As at 30 September 2022, no option had been granted, exercised, cancelled or lapsed under the Share Option Scheme and there was no outstanding share option as at the date of this report.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2022, the interests and short positions of the Directors and the chief executive of the Company in any shares, underlying shares or 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 had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required to be disclosed, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

Name of Director	Nature of Interest	Number of Shares	Percentage of total issued Shares (%)
Mr. Chan Kam Chuen Andrew ("Mr. Andrew Chan")	Interest in a controlled corporation ^(Note 1)	100,000,000 (long position)	25.0
Mr. Chan Siu Cheung Stephen ("Mr. Stephen Chan")	Interest in a controlled corporation ^(Note 2)	100,000,000 (long position)	25.0
Mr. Chau Wing Kong William ("Mr. William Chau")	Interest in a controlled corporation ^(Note 3)	100,000,000 (long position)	25.0
Ms. Tin Hau Ling Janny ("Ms. Janny Tin")	Interest of spouse ^(Note 4)	100,000,000 (long position)	25.0

Notes:

1. The Company was directly owned as to 25.0% (being 100,000,000 Shares) by ACAC Investment Limited, which in turn was owned as to 100% by Mr. Andrew Chan. By virtue of the SFO, Mr. Andrew Chan is deemed to be interested in the same number of Shares held by ACAC Investment Limited.
2. The Company was directly owned as to 25.0% (being 100,000,000 Shares) by SCSC Holdings Limited, which in turn was owned as to 100% by Mr. Stephen Chan. By virtue of the SFO, Mr. Stephen Chan is deemed to be interested in the same number of Shares held by SCSC Holdings Limited.
3. The Company was directly owned as to 25.0% (being 100,000,000 Shares) by CCST Investment Limited, which in turn was owned as to 100% by Mr. William Chau. By virtue of the SFO, Mr. William Chau is deemed to be interested in the same number of Shares held by CCST Investment Limited.

OTHER INFORMATION

- Ms. Janny Tin is the spouse of Mr. Andrew Chan. By virtue of the SFO, Ms. Janny Tin was deemed to be interested in the same number of Shares in which Mr. Andrew Chan was deemed to be interested under the SFO.

Save as disclosed above, as at 30 September 2022, none of the Directors nor chief executive of the Company had any 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 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 or short positions which they were taken or deemed to have under such provisions of the SFO), or are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executive of the Company), either directly or indirectly, had interests or short positions in the shares or underlying shares of the Company, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required to be recorded in the register to be kept pursuant to section 336 of the SFO:

Name of Shareholder	Nature of Interest	Number of Shares	Percentage of total issued Shares (%)
ACAC Investment Limited	Beneficial interest <i>(Note 1)</i>	100,000,000 (long position)	25.0
SCSC Holdings Limited	Beneficial interest <i>(Note 2)</i>	100,000,000 (long position)	25.0
Ms. Cheung Choi Ngo	Interest of spouse <i>(Note 3)</i>	100,000,000 (long position)	25.0
CCST Investment Limited	Beneficial interest <i>(Note 4)</i>	100,000,000 (long position)	25.0
Ms. Tan Ching Bee	Interest of spouse <i>(Note 5)</i>	100,000,000 (long position)	25.0

OTHER INFORMATION

Notes:

1. The entire issued share capital of ACAC Investment Limited is wholly-owned by Mr. Andrew Chan.
2. The entire issued share capital of SCSC Holdings Limited is wholly-owned by Mr. Stephen Chan.
3. Ms. Cheung Choi Ngo is the spouse of Mr. Stephen Chan. By virtue of the SFO, Ms. Cheung Choi Ngo was deemed to be interested in the same number of Shares in which Mr. Stephen Chan was deemed to be interested under the SFO.
4. The entire issued share capital of CCST Investment Limited is wholly-owned by Mr. William Chau.
5. Ms. Tan Ching Bee is the spouse of Mr. William Chau. By virtue of the SFO, Ms. Tan Ching Bee was deemed to be interested in the same number of Shares in which Mr. William Chau was deemed to be interested under the SFO.

Save as disclosed above, as at 30 September 2022, the Directors had not been notified of any other corporation or individual (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, which are required to be disclosed under provision of Divisions 2 and 3 of Part XV of the SFO, or which are required to be recorded in the register required to be kept pursuant to Section 336 of the SFO.

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining the highest standard of corporate governance to safeguard the Shareholder's interests. During the period from 1 April 2022 up to the date of this report, the Company has applied the principles in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules. The corporate governance principles of the Company emphasises an effective board with a high level of integrity, sound internal controls, as well as ensuring a high degree of transparency and accountability, which does not only enhance corporate value for the Shareholders but also protect the long-term sustainability of the Group. In the opinion of the Board, during the six months ended 30 September 2022 and up to the date of this report, the Company has complied with all the code provisions as set out in part 2 of the CG Code, save and except for code provision C.2.1 which states that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Chan Kam Chuen Andrew is both our chairman and chief executive officer and is responsible for the overall management of the Group and directing the strategic development and business plans of the Group. The Board believes that vesting the roles of the chairman and chief executive officer in the same individual (that is, Mr. Chan Kam Chuen Andrew) would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans.

OTHER INFORMATION

The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which comprises experienced and high calibre individuals. The Board currently comprises four executive Directors (including Mr. Chan Kam Chuen Andrew) and three independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company and ensure compliance with the code provisions in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct governing the Directors' transactions in the listed securities of the Company. Employees of the Group (the "Relevant Employees") who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities are also subject to compliance with the Model Code. The Company has made specific enquiry of all Directors, and each Director has confirmed that he or she has complied with the standards as set out in the Model Code during the six months ended 30 September 2022 and up to the date of this report. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during the six months ended 30 September 2022 and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 September 2022 and up to the date of this report, there has been no purchase, sale or redemption of any Company's listed securities by the Company or any of its subsidiaries.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The primary duties of the audit committee of the Company (the "Audit Committee") are to (a) make recommendations to the Board on the appointment and removal of external auditor; (b) review the financial statements and material advice in respect of financial reporting; and (c) oversee the internal control procedures of the Company. The current members of the Audit Committee are Mr. Chung Kwok Mo John, Mr. Pang Koon Kwai and Mr. See Hung Yan Peter, all being independent non-executive Directors.

The Audit Committee held a meeting on 24 November 2022 and has considered and reviewed the unaudited interim condensed consolidated results and interim condensed consolidated financial statements of the Group and had given their opinion and recommendation to the Board. The Audit Committee considers that the unaudited interim condensed consolidated results and interim condensed consolidated financial statements of the Company have complied with the applicable accounting standards and the Company has made appropriate disclosure thereof.