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**SUN HING VISION GROUP HOLDINGS LIMITED**  
**新興光學集團控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 125)**

**INTERIM RESULTS**  
**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024**

The board (the “Board”) of directors (the “Directors”) of Sun Hing Vision Group Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2024, together with the comparative figures for the corresponding previous period as follows:

\* For identification purposes only

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

*For the six months ended 30 September 2024*

	NOTES	Six months ended	
		30.9.2024 HK\$'000 (unaudited)	30.9.2023 HK\$'000 (unaudited)
Revenue	3	<b>408,829</b>	351,306
Cost of sales		<b>(356,160)</b>	(300,293)
Gross profit		<b>52,669</b>	51,013
Other income, gains and losses		<b>8,348</b>	14,132
Provision for impairment losses on trade receivables, net		<b>(166)</b>	(349)
Selling and distribution costs		<b>(14,265)</b>	(13,315)
Administrative expenses		<b>(61,450)</b>	(54,953)
Share of profits (losses) of joint ventures		<b>46</b>	(253)
Finance costs	5	<b>(987)</b>	(898)
Loss before tax		<b>(15,805)</b>	(4,623)
Income tax credit	4	<b>4,497</b>	2,334
Loss for the period attributable to owners of the Company	5	<b>(11,308)</b>	(2,289)
<b>Other comprehensive income (expense)</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising on translation of foreign operations		<b>6,098</b>	(17,270)
		<b>6,098</b>	(17,270)
Total comprehensive expense for the period attributable to owners of the Company		<b>(5,210)</b>	(19,559)
		<b>HK cents</b>	<b>HK cents</b>
Loss per share			
Basic	7	<b>(4.30)</b>	(0.87)

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
*at 30 September 2024*

	<i>NOTES</i>	<b>30.9.2024</b> <i>HK\$'000</i> <b>(unaudited)</b>	31.3.2024 <i>HK\$'000</i> <b>(audited)</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		<b>240,422</b>	242,403
Right-of-use assets		<b>33,166</b>	30,429
Intangible assets		<b>35,664</b>	36,407
Deposit paid for acquisition of property, plant and equipment and right-of-use assets		<b>5,058</b>	3,344
Interests in joint ventures		<b>3,400</b>	3,315
Interest in an associate		<b>373</b>	–
Deferred tax assets		<b>31,712</b>	26,576
		<b>349,795</b>	342,474
<b>CURRENT ASSETS</b>			
Inventories		<b>139,199</b>	106,219
Trade and other receivables	8	<b>249,866</b>	182,700
Derivative financial instruments		<b>54</b>	–
Tax recoverable		<b>49</b>	33
Cash and cash equivalents		<b>197,236</b>	274,529
		<b>586,404</b>	563,481
<b>CURRENT LIABILITIES</b>			
Trade and other payables	9	<b>208,381</b>	170,960
Lease liabilities		<b>9,017</b>	7,691
Refund liabilities		<b>2,240</b>	2,040
Derivative financial instruments		<b>–</b>	169
Tax payable		<b>4,508</b>	4,362
Bank borrowings	10	<b>35,092</b>	36,120
		<b>259,238</b>	221,342
<b>NET CURRENT ASSETS</b>		<b>327,166</b>	342,139
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>676,961</b>	684,613
<b>CAPITAL AND RESERVES</b>			
Share capital		<b>26,278</b>	26,278
Share premium and reserves		<b>634,965</b>	644,117
Total equity		<b>661,243</b>	670,395
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		<b>10,465</b>	9,338
Deferred tax liabilities		<b>5,253</b>	4,880
		<b>15,718</b>	14,218
<b>TOTAL EQUITY AND NON-CURRENT LIABILITIES</b>		<b>676,961</b>	684,613

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

for the six months ended 30 September 2024

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2024 are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2024.

#### Application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group’s financial year beginning on 1 April 2024 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sales and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5(2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

#### Disaggregation of revenue from contracts with customers recognised at a point in time

	For the six months ended 30 September 2024 (unaudited)		
	Eyewear products <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Types of goods or services</b>			
Eyewear products	408,127	–	408,127
Royalty income	–	702	702
	<hr/>	<hr/>	<hr/>
Revenue from contracts with customers	<b>408,127</b>	<b>702</b>	<b>408,829</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

	For the six months ended 30 September 2023 (unaudited)		
	Eyewear products <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Types of goods or services</b>			
Eyewear products	350,604	–	350,604
Royalty income	–	702	702
	<hr/>	<hr/>	<hr/>
Revenue from contracts with customers	<b>350,604</b>	<b>702</b>	<b>351,306</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The Group's operating segments, identified based on information reported to the chief operating decision maker ("CODM"), being the executive directors of the Company, for the purposes of resources allocation and performance assessment, are as follows:

- Eyewear products – manufacturing and trading of eyewear products
- Contact lens – trading of contact lens products
- Trademarks – granting license of trademarks

Contact lens and trademarks segments were aggregated under "All other segments" for reporting purpose as this segment do not meet any of the quantitative thresholds for determining reportable segments for both periods.

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

**For the six months ended 30 September 2024 (unaudited)**

	Eyewear products <i>HK\$'000</i>	All other segments <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
SEGMENT REVENUE				
External sales	408,127	702	–	408,829
Inter-segment sales	–	2,104	(2,104)	–
	<u>408,127</u>	<u>2,806</u>	<u>(2,104)</u>	<u>408,829</u>
Segment results	<u>(17,744)</u>	<u>1,989</u>	<u>–</u>	<u>(15,755)</u>
Unallocated other income, gains and losses				5,967
Central administration costs				(5,076)
Share of profits of joint ventures				46
Finance costs				(987)
Loss before tax				<u>(15,805)</u>

**For the six months ended 30 September 2023 (unaudited)**

	Eyewear products <i>HK\$'000</i>	All other segments <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
SEGMENT REVENUE				
External sales	350,604	702	–	351,306
Inter-segment sales	–	2,065	(2,065)	–
	<u>350,604</u>	<u>2,767</u>	<u>(2,065)</u>	<u>351,306</u>
Segment results	<u>(7,688)</u>	<u>1,939</u>	<u>–</u>	<u>(5,749)</u>
Unallocated other income, gains and losses				7,402
Central administration costs				(5,125)
Share of losses of joint ventures				(253)
Finance costs				(898)
Loss before tax				<u>(4,623)</u>

Inter-segment sales are charged at prevailing market rates or at terms determined and agreed by both parties.

Segment results represent the results of each segment without allocation of certain other income, gains and losses (mainly including bank interest income, gain on disposal of property, plant and equipment, fair value changes on financial asset at fair value through profit or loss and others), central administration costs (mainly including salaries for the Company's directors), share of profits (losses) of joint ventures and finance costs.

Total segment assets and liabilities are not disclosed as they are not regularly reviewed by the CODM.

#### 4. INCOME TAX CREDIT

	Six months ended	
	30.9.2024	30.9.2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
The credit (charge) comprises:		
Current tax		
– PRC Enterprise Income Tax (“EIT”)	(46)	(332)
– United States Withholding tax	(211)	(211)
	<u>(257)</u>	<u>(543)</u>
Deferred taxation		
– Current period	4,754	2,877
	<u>4,497</u>	<u>2,334</u>

## 5. LOSS FOR THE PERIOD

	<b>Six months ended</b>	
	<b>30.9.2024</b>	30.9.2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Loss for the period has been arrived at after charging (crediting):		
Depreciation and amortisation		
– depreciation of property, plant and equipment	7,764	8,257
– depreciation of right-of-use assets	4,548	4,236
– amortisation of intangible assets (included in cost of sales)	766	766
	<u>13,078</u>	<u>13,259</u>
Capitalised in inventories	<u>(4,512)</u>	<u>(5,883)</u>
	<u><b>8,566</b></u>	<u><b>7,376</b></u>
Employee benefits expenses	153,412	151,077
Capitalised in inventories	<u>(130,702)</u>	<u>(111,570)</u>
	<u><b>22,710</b></u>	<u><b>39,507</b></u>
Net foreign exchange losses (gains)	2,822	(6,789)
Fair value changes on derivative financial instruments	(223)	60
Gain on disposals of property, plant and equipment	(8)	–
Write-down of inventories	–	846
Finance costs		
– interest expenses on bank borrowings	542	548
– interest expenses on lease liabilities	445	350
	<u>987</u>	<u>898</u>
Bank interest income	<u><b>(3,907)</b></u>	<u><b>(5,999)</b></u>



## 6. DIVIDENDS

During the current period, a final special dividend of HK1.5 cents per ordinary share in an aggregate amount of HK\$3,942,000 in respect of the year ended 31 March 2024 was declared and paid to shareholders (six months ended 30 September 2023: a final special dividend of HK1.5 cents per ordinary share in an aggregate amount of HK\$3,942,000 in respect of the year ended 31 March 2023 were paid to shareholders).

No interim special dividend and interim dividend in respect of the six months ended 30 September 2024 has been proposed by the directors of the Company (six months ended 30 September 2023: an interim special dividend of HK1.5 cents per ordinary share in total of HK\$3,942,000 and no interim dividend).

## 7. LOSS PER SHARE

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

	<b>Six months ended</b>	
	<b>30.9.2024</b>	30.9.2023
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
<b>Loss</b>		
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share	<b>(11,308)</b>	(2,289)
<b>Number of shares</b>		
Number of ordinary shares in issue for the purpose of basic loss per share	<b>262,778,286</b>	262,778,286

No diluted loss per share is presented as there was no potential ordinary share outstanding during both periods.

## 8. TRADE AND OTHER RECEIVABLES

The Group allows a credit period of 30 to 120 days to its customers.

	<b>30.9.2024</b> <i>HK\$'000</i> <b>(unaudited)</b>	31.3.2024 <i>HK\$'000</i> (audited)
Trade receivables	<b>224,252</b>	159,933
Less: Allowance for credit losses	<b>(5,149)</b>	(4,926)
	<b>219,103</b>	155,007
Prepayments	<b>4,435</b>	3,392
Deposits	<b>7,973</b>	5,061
Value-added tax and other receivables	<b>16,632</b>	17,571
Right to return goods assets	<b>1,723</b>	1,669
	<b>249,866</b>	182,700

The following is an aged analysis of trade receivables presented based on payment due date at the end of the reporting period:

	<b>30.9.2024</b> <i>HK\$'000</i> <b>(unaudited)</b>	31.3.2024 <i>HK\$'000</i> (audited)
Current	<b>197,548</b>	131,496
Overdue up to 90 days	<b>18,929</b>	21,247
Overdue more than 90 days	<b>7,775</b>	7,190
	<b>224,252</b>	159,933

## 9. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables based on payment due date at the end of the reporting period:

	<b>30.9.2024</b> <i>HK\$'000</i> <b>(unaudited)</b>	31.3.2024 <i>HK\$'000</i> (audited)
Trade payables		
Current and overdue up to 90 days	<b>138,131</b>	110,518
Overdue more than 90 days	<u><b>3,541</b></u>	<u>1,250</u>
	<b>141,672</b>	111,768
Accruals	<b>57,923</b>	46,154
Value-added tax and other payables	<u><b>8,786</b></u>	<u>13,038</u>
	<u><b>208,381</b></u>	<u>170,960</u>

## 10. BANK BORROWINGS

The bank loan of the Group is secured by the Group's property, plant and equipment with a carrying amount of HK\$102,873,000 (31 March 2024: HK\$105,143,000).

## **INTERIM DIVIDEND**

The Directors have resolved not to declare any interim special dividend or interim dividend for the six months ended 30 September 2024 (2023: interim special dividend: HK1.5 cents per share; interim dividend: nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

During the six months ended 30 September 2024, the Group's consolidated turnover increased by 16.52% to HK\$409 million (2023: HK\$351 million). The turnover rebound was mainly contributed by the Group's original design manufacturing ("ODM") business. However, the Group's gross profit margin decreased to 12.88% (2023: 14.52%) during the period under review, which was mainly due to the effect of lower selling prices caused by keen competition in the industry. In addition, other income, gains and losses decreased to HK\$8 million (2023: HK\$14 million), which was mainly attributable to the drop in bank interest income and foreign exchange gains. As a result, loss attributable to the owners of the Company of HK\$11 million (2023: HK\$2 million) was recorded for the six months ended 30 September 2024. Basic loss per share was HK4.30 cents (2023: HK0.87 cents) for the period.

### **THE ODM BUSINESS**

The Group's turnover from its ODM business increased by 29.15% to HK\$319 million (2023: HK\$247 million), which accounted for 78.00% of the Group's total consolidated turnover. During the period under review, turnover from ODM customers within Europe and the United States regions remained relatively stable or increased moderately. The Group's ODM turnover to Europe and the United States increased by 1.42% to HK\$143 million (2023: HK\$141 million) and by 12.94% to HK\$96 million (2023: HK\$85 million) respectively. On the other hand, the Group's ODM sales to the Asian market demonstrated significant growth and increased by 295.00% to HK\$79 million (2023: HK\$20 million) as a result of our marketing efforts during the period. Europe, the United States and Asia are the top three markets of the Group's ODM business, and they accounted for 44.83%, 30.09% and 24.76% (2023: 57.09%, 34.41% and 8.10%) of the Group's total ODM turnover respectively. In terms of product mix, plastic frames, metal frames and others contributed 68%, 31% and 1% (2023: 62%, 37% and 1%) of the Group's ODM turnover respectively.

### **THE BRANDED EYEWEAR DISTRIBUTION BUSINESS**

During the period under review, our branded eyewear distribution business was experiencing a consolidation phase, subsequent to the significant economic rebound of a number of Asian countries as a result of the easing of social and travel restrictions since 2022. As a result, the Group's turnover from its branded eyewear distribution business decreased by 13.59% to HK\$89 million (2023: HK\$103 million), which accounted for 21.76% of the Group's total consolidated turnover. Asia continued to be the most important market of the Group's branded

eyewear distribution business, and it accounted for 98.88% (2023: 98.06%) of the Group's total distribution turnover.

## **OTHER BUSINESSES**

For the six months ended 30 September 2024, the Group's other businesses represented licensing income of HK\$1 million (2023: HK\$1 million) from an external party in connection with the trademark of Jill Stuart.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Group continued to maintain a strong liquidity and financial position. As at 30 September 2024, the Group held bank balances and cash of HK\$197 million. On the other hand, it also had outstanding bank borrowings of approximately HK\$35 million, which is repayable by installments over a period of 20 years with a repayable on demand clause. The debt-to-equity ratio (expressed as a percentage of bank borrowings over equity attributable to owners of the Company) as at 30 September 2024 was 5.31%, which is considered to be healthy and reasonable in light of the Group's business nature. The bank borrowing of the Group was secured by certain leasehold land and buildings situated in Hong Kong.

As at 30 September 2024, the net current assets and current ratio of the Group were HK\$327 million and 2.26:1 respectively. The total equity attributable to owners of the Company decreased to HK\$661 million as at 30 September 2024 from HK\$670 million as at 31 March 2024. The Group's debtor turnover period and inventory turnover period increased to 98 days (2023: 86 days) and 71 days (2023: 62 days) respectively during the period under review. The Group believes that its receivables and inventories were still managed at a healthy level and will continue to closely monitor the debt collection status and inventory level in order to reduce risk and maximize the efficiency of working capital. The Directors are confident that the financial position of the Group will remain strong, and the Group has sufficient liquidity and financial resources to meet its present commitments and future business needs.

After considering the Group's profitability, liquidity, cash position and future business plans, the Directors resolved not to declare any interim special dividend and interim dividend for the six months ended 30 September 2024 (2023: interim special dividend: HK1.5 cents per share; interim dividend: nil). The Directors will continue to monitor the dividend policy closely to ensure that an optimal balance can be achieved between the retention of sufficient liquidity in the Group to prepare for the future development ahead and the distribution of earnings to the shareholders respectively.

## **IMPORTANT EVENTS AFTER THE REPORTING PERIOD**

Save as disclosed in this announcement, no important events affecting the Group occurred since 30 September 2024 and up to the date of this announcement.

## **PROSPECTS**

Given the existing complicated geopolitical and macroeconomic environment, it is reasonable to expect that the tough business environment will continue for a longer period. Volatile inflation rate, uncertain interest rate trends, and the ongoing geopolitical military conflicts such as the Russia-Ukraine war and the Israel-Palestine conflict will continue to adversely affect consumers in different regions and in turn affect the future businesses of the Group. Market demand for eyewear products in the near future is therefore expected to remain volatile, and input prices as well as operating costs for the Group are expected to remain at elevated levels for a period of time. Any new trade policies of the United States under the new administration next year will add further uncertainty to the Group's business environment.

In response to the tough and uncertain business environment in the coming few quarters, the Group will continue to carry out various measures for overall efficiency enhancement. Improving production efficiency, strengthening budget control, streamlining organizational structures and optimizing suppliers' network and logistic flows are still the main focuses of the Group in the near future. Investments in fixed assets will continue to be managed in a prudent manner, and the Group will keep investing in carefully selected assets that are strategically important for future growth. Our new production lines in Vietnam can further strengthen the stability and diversity of our product supply. In addition, marketing efforts will be further strengthened to acquire new projects from existing customers and open up new accounts.

The Group will continue to explore new sales channels and distribution partners for its branded eyewear distribution business. The Group's brand portfolio is being constantly reviewed and we will take advantage of any opportunity to enrich our portfolio with new brands carrying strong potential. Besides, in order to cope with the rapidly changing consumers' behaviors and preferences, the Group will further enrich its product scope by introducing collections at more flexible price ranges, incorporating more design and tailor-made elements in our products and distributing them in more and also different sales channels.

Although the future business environment is still expected to be full of challenges, with our strength in product development, brand management and manufacturing in the eyewear industry as well as our strong financial status, we are confident that the Group will overcome the difficulties ahead, and will continue to create long-term values for our various stakeholders as well as achieving the objective of sustainable growth in the long run.

## **CORPORATE GOVERNANCE**

The Company is committed to maintaining a high standard of corporate governance with a view to enhance the management of the Company and to preserve the interests of the shareholders as a whole. The Board has adopted and complied with the code provisions set out in the Corporate Governance Code (the "CG Code") and the Corporate Governance Report contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which were in effect during the reporting period, with the exception of a deviation from code provision C.2.1 of the CG Code.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. Mr. Ku Ngai Yung, Otis has assumed the roles of both the chairman and chief executive officer of the Company since its establishment. The Board intends to maintain this structure in the future as it believes that it would provide the Group with strong and consistent leadership and allow the Group's business operations, planning and decision making as well as execution of long-term business strategies to be carried out more effectively and efficiently. The Board will review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Company.

## **AUDIT COMMITTEE**

An audit committee has been established by the Company with written terms of reference to act in an advisory capacity and to make recommendations to the Board. The members of the audit committee comprise the three independent non-executive directors of the Company, who are Mr. Chow Chi Fai (Chairman), Mr. Lee Kwong Yiu and Mr. Wong Che Man, Eddy. Mr. Chow Chi Fai and Mr. Wong Che Man, Eddy are both qualified certified public accountants and possess the qualifications as required under rule 3.10(2) of the Listing Rules. None of the members of the audit committee is a member of the former or existing auditors of the Group. The audit committee has adopted the principles set out in the CG Code. The duties of the audit committee include review of the interim and annual reports of the Group as well as various auditing, financial reporting, internal control and risk management matters with the management and/or external auditor of the Company. The Group's unaudited condensed consolidated financial statements for the six months ended 30 September 2024 have been reviewed by the audit committee together with the Company's external auditor SHINEWING (HK) CPA Limited.

## **REMUNERATION COMMITTEE**

A remuneration committee was established by the Company with written terms of reference and currently comprises Mr. Lee Kwong Yiu (Chairman), Mr. Chow Chi Fai and Mr. Wong Che Man, Eddy, all of whom are independent non-executive directors of the Company, as well as the human resources manager of the Group. The duties of the remuneration committee include, inter alia, making recommendations to the Board on the Company's policy and structure of all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

## **NOMINATION COMMITTEE**

A nomination committee was established by the Company with written terms of reference. The nomination committee currently comprises Mr. Wong Che Man, Eddy (Chairman), Mr. Chow Chi Fai and Mr. Lee Kwong Yiu, all of whom are independent non-executive directors of the Company, as well as the human resources manager of the Group. The duties of the nomination committee include, inter alia, the review of the structure, size and composition of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy. Moreover, in performing the duties, the nomination committee shall ensure that the Board has the appropriate balance of skills, experience and diversity of perspective appropriate to the requirements of the Company's business and that the Company makes relevant disclosure in accordance with the requirements of the Listing Rules.

The Company has adopted the policy related to nomination of the Directors. When a candidate is recommended and selected or when an existing Director is recommended and selected for re-election, decision will be made according to factors including such candidate's integrity, professional knowledge, industry experience and commitment to the Group's business in respect of time and attention. In addition, the nomination committee will also consider the long-term objective of the Group and the requirements as set out in Rule 3.13 of the Listing Rules (if applicable). Candidates are required to make appropriate disclosure to the Board to avoid any conflict of interests. Furthermore, the nomination procedures and processes are required to be conducted in an objective manner in accordance with the laws of Bermuda, the Bye-laws and other applicable regulations.

The Company has adopted a policy concerning diversity of Board members. Under such a policy, selection of the candidates to the Board is based on the Company's business model and specific needs with reference to a range of diversity perspectives, including but not limited to gender, age, language, culture, education background, professional knowledge and industry experience. The Company believes that a balanced and diversified board composition will help to stimulate new ideas and enhance the quality of the Group's decision making process. For the six months ended 30 September 2024, the Company maintained an effective Board which comprised members of different gender, professional background and industry experience. The Company's board diversity policy was consistently implemented. As at the date of this interim report, the Board consist of one female and seven male Directors. The Nomination Committee will ensure the Board should not consist of Directors with a single gender and will endeavour to comply with the requirements of the diversity of the Board from time to time taking effect from the date(s) stipulated by the Listing Rules and in alignment with the Company's board diversity policy.



## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “Model Code”) as its own code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard under the Model Code. Having made specific enquiry of all directors, the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the six months ended 30 September 2024.

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

During the period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

## **APPRECIATION**

On behalf of the Board, we would like to thank our customers for their support during the period. We would also like to express our sincere appreciation to our shareholders, staffs, suppliers and bankers for their efforts and commitments.

On behalf of the Board  
**Ku Ngai Yung, Otis**  
*Chairman*

Hong Kong, 29 November 2024

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Ku Ngai Yung, Otis, Mr. Ku Ka Yung, Mr. Chan Chi Sun, Ms. Ma Sau Ching and Mr. Liu Tao, and three independent non-executive directors, namely Mr. Chow Chi Fai, Mr. Lee Kwong Yiu and Mr. Wong Che Man, Eddy.*