

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Mansion International Holdings Limited
民 信 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8456)

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 31 DECEMBER 2019**

The board of directors of Mansion International Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) announces the unaudited condensed consolidated financial results of the Company and its subsidiaries for the nine months ended 31 December 2019. This announcement, containing the full text of the 2019/20 third quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to the information to accompany the preliminary announcement of third quarterly results. The printed version of the Company’s 2019/20 third quarterly report will be delivered to the shareholders of the Company and available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.mansionintl.com in due course in the manner as required by the GEM Listing Rules.

By order of the Board
Mansion International Holdings Limited
Luk Sau Kuen
Chairlady and Executive Director

Hong Kong, 7 February 2020

As at the date of this announcement, the executive Directors are Ms. Luk Sau Kuen (chairlady), Mr. Cheung Desmond Lap Wai (acting chief executive officer and chief operating officer) and Mr. Chin Wai Keung Richard; and the independent non-executive Directors are Mr. Cho Chi Kong, Mr. Choi Wing San Wilson and Mr. Tan Yik Chung Wilson.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published and will remain on the Company’s website at www.mansionintl.com.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND “GEM”, RESPECTIVELY)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

*This report, for which the directors of Mansion International Holdings Limited (the “**Company**” and the “**Directors**”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the nine months ended 31 December 2019 (the “**Period**”), together with the comparative figures for the corresponding period in 2018, as follows:

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

For the three and nine months ended 31 December 2019

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Revenue	3	61,893	75,837	159,479	184,685
Cost of sales		(34,775)	(44,212)	(93,193)	(107,750)
Gross profit		27,118	31,625	66,286	76,935
Other income, gains and losses	4	321	300	1,005	1,602
Selling and distribution costs		(8,906)	(9,359)	(24,349)	(26,481)
Administrative and other expenses		(14,184)	(19,976)	(46,784)	(57,495)
Finance costs	5	(1,730)	(903)	(5,310)	(2,593)
Profit/(loss) before tax		2,619	1,687	(9,152)	(8,032)
Income tax credit/(expense)	6	63	(355)	(56)	(182)
Profit/(loss) for the period		2,682	1,332	(9,208)	(8,214)
Other comprehensive income for the period that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of financial statements of foreign operations		321	128	(973)	(2,892)
Total comprehensive income attributable to owners of the Company		3,003	1,460	(10,181)	(11,106)
Earnings/(loss) per share:					
Basic and diluted (HK cents)	8	0.67	0.33	(2.30)	(2.05)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2019

	Attributable to owners of the Company							Retained profits/ (accumulated losses) HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Statutory reserve HK\$'000	Other reserve HK\$'000	Exchange reserve HK\$'000	Revaluation reserve HK\$'000		
As at 31 March 2018 (Audited)	4,000	57,015	5,987	288	8	3,854	(1,812)	16,736	86,076
Initial application of HKFRS 9 (note 2)	-	-	-	-	-	-	1,812	(1,893)	(81)
Restated balance as at 1 April 2018	4,000	57,015	5,987	288	8	3,854	-	14,843	85,995
Loss for the period	-	-	-	-	-	-	-	(8,214)	(8,214)
Other comprehensive income:									
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	(2,892)	-	-	(2,892)
Total comprehensive income for the period	-	-	-	-	-	(2,892)	-	(8,214)	(11,106)
As at 31 December 2018 (Unaudited)	4,000	57,015	5,987	288	8	962	-	6,629	74,889
As at 1 April 2019 (Audited)	4,000	57,015	5,987	288	8	1,608	-	(3,926)	64,980
Loss for the period	-	-	-	-	-	-	-	(9,208)	(9,208)
Other comprehensive income:									
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	(973)	-	-	(973)
Total comprehensive income for the period	-	-	-	-	-	(973)	-	(9,208)	(10,181)
As at 31 December 2019 (Unaudited)	4,000	57,015	5,987	288	8	635	-	(13,134)	54,799

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 17 May 2017. Its shares (the “**Shares**”) in issue are listed on GEM. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at 7/F., 822 Lai Chi Kok Road, Kowloon, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the sale of baby and children garments.

In the opinion of the Directors, the immediate and ultimate holding company is Joyful Cat Limited (“**Joyful Cat**”), a company incorporated in the British Virgin Islands (the “**BVI**”).

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the Period (the “**Third Quarterly Financial Statements**”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively the “**HKFRSs**”) and the provisions of the Hong Kong Companies Ordinance, which concern the preparation of the Third Quarterly Financial Statements. In addition, the Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly Financial Statements are presented in Hong Kong dollars (“**HK\$**”) which is the functional currency of the Company’s major operating subsidiaries and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

The principal accounting policies applied in the preparation of the Third Quarterly Financial Statements were consistent with those applied for the consolidated financial statements of the Group for the year ended 31 March 2019 (the “**Annual Financial Statements 2018/19**”), except for the adoption of new or revised standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants mandatory for annual periods beginning on or after 1 April 2019.

Other than as explained below regarding the impact of HKFRS 16 Leases, the adoption of the above new and revised standards has had no significant financial effect on the Third Quarterly Financial Statements. Upon adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in respect of the underlying leased assets unless they qualify for short term leases or the underlying asset is of low value. In the unaudited condensed consolidated statement of profit or loss and other comprehensive income, depreciation was recognised on the related right-of-use assets and interest expenses were recognised on the lease liabilities instead of rental expense. Interest expenses on the lease liabilities were presented separately from depreciation under finance costs. For details, please refer to the Interim Report 2019/20 of the Company.

The Third Quarterly Financial Statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. The preparation of the Third Quarterly Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the Third Quarterly Financial Statements are consistent with those used in the Annual Financial Statements 2018/19.

The Third Quarterly Financial Statements have not been reviewed or audited by the Company's auditor, but have been reviewed by the audit committee of the Board (the "**Audit Committee**").

3. REVENUE (UNAUDITED)

All revenue are recognised at a point in time. An analysis of the Group's revenue for the three months and nine months ended 31 December 2019 is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Original Equipment Manufacturing (" OEM ")	39,786	54,178	107,807	134,513
Original Brand Manufacturing (" OBM ")	22,107	21,659	51,672	50,172
	61,893	75,837	159,479	184,685

4. OTHER INCOME, GAINS AND LOSSES (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Bank interest income	1	6	64	10
Change in fair value of financial assets at fair value through profit or loss	305	294	901	884
Recognition/(reversal) of expected credit loss on trade receivables	(22)	–	928	–
Exchange gain	–	–	–	598
Sundry income/(expenses)	37	–	(888)	110
	321	300	1,005	1,602

5. FINANCE COSTS (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Interest on bank borrowings	889	902	2,921	2,590
Interest on other borrowings	17	–	17	–
Interest on amount due to a director	202	–	493	–
Interest on finance lease	–	1	1	3
Interest on lease liabilities	622	–	1,878	–
	1,730	903	5,310	2,593

6. INCOME TAX CREDIT/(EXPENSE) (UNAUDITED)

	Three months ended 31 December		Nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Current tax				
– Hong Kong Profits Tax	–	(12)	–	(99)
– China Enterprise Income Tax (“EIT”)	–	–	–	(138)
	–	(12)	–	(237)
Under/(over) provision in respect of prior periods				
– Hong Kong Profits Tax	–	(343)	–	55
Deferred tax				
– charge for the period	63	–	(56)	–
Income tax credit/(expense)	63	(355)	(56)	(182)

The applicable tax rates for Hong Kong Profits Tax were calculated at 8.25% of the first HK\$2,000,000 of estimated assessable profits of the qualifying corporation and 16.5% of the remaining estimated assessable profits.

In accordance with the EIT Law of the People’s Republic of China (the “**PRC**”), the applicable EIT rates for domestic and foreign enterprises are unified at 25%.

7. DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (2018: Nil).

8. EARNINGS/(LOSS) PER SHARE (UNAUDITED)

The calculation of the basic and diluted earnings/(loss) per share is based on the following data:

	Three months ended 31 December		Nine months ended 31 December	
	2019	2018	2019	2018
Earnings/(loss)				
Profit/(loss) attributable to owners of the Company for the purposes of basic and diluted earnings/(loss) per share (HK\$'000)	<u>2,682</u>	<u>1,332</u>	<u>(9,208)</u>	<u>(8,214)</u>
Number of shares				
Weighted average number of ordinary shares for the purposes of basic and diluted earnings/(loss) per share ('000)	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>

Diluted earnings/(loss) per share was same as the basic earnings/(loss) per share as there were no dilutive potential ordinary shares in existence during the three and nine months ended 31 December 2019 and 2018.

9. EVENT AFTER REPORTING PERIOD

On 8 January 2020 (after trading hours), the Company entered into a placing agreement with a placing agent, pursuant to which the placing agent has agreed to place, on a best effort basis, to not less than six independent placees for up to 80,000,000 new Shares (the "**Placing Shares**") at a price of HK\$0.095 per Placing Share, for and on behalf of the Company. The placing had been completed, which took place on 23 January 2020. An aggregate of 61,476,000 Placing Shares, representing approximately 13.32% of the Company's entire issued share capital immediately after the completion, were allotted and issued. The net proceeds from the placing of approximately HK\$5.73 million will be fully used for general working capital to settle the Group's trade and bills payables. For details, please refer to the Company's announcements dated 8 and 23 January 2020.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the sale of baby and children garments by OEM and OBM. The unsettled trade war between the PRC and the United States of America (the “**US**”) and the Brexit arrangement have brought lots of uncertainties to the Group’s OEM customers in the US and the United Kingdom, which then were very conserved in placing their orders. The local retail market was also cage hooded by a downturning atmosphere due to the unpredictable political wrestling in Europe as well as in the US and the PRC.

FINANCIAL REVIEW

Revenue

The Group’s revenue decreased by approximately 13.6% to approximately HK\$159.5 million for the Period as compared to that of approximately HK\$184.7 million for the nine months ended 31 December 2018 (the “**Corresponding Period**”). The revenue of the Group’s OEM business decreased by approximately 19.9% to approximately HK\$107.8 million for the Period as compared to that of approximately HK\$134.5 million for the Corresponding Period. Such decrease was mainly due to the loss of one of the major customers for the Period. However, our sales team has found some new customers to diversify the customer base. The orders from the new customers will become more stable in the coming periods.

The revenue of the Group’s OBM business increased by approximately 3.0% to approximately HK\$51.7 million for the Period as compared to that of approximately HK\$50.2 million for the Corresponding Period. Such increase was mainly contributed by the newly opened shops and wholesales to online shops in the PRC. The revenue from Hong Kong shops slightly decreased by 5.2% for the Period as compared to the Corresponding Period.

Cost of sales, gross profit and gross profit margin

The Group’s cost of sales decreased by approximately 13.5% to approximately HK\$93.2 million for the Period as compared to that of approximately HK\$107.8 million for the Corresponding Period. The Group’s gross profit decreased by approximately 13.8% to approximately HK\$66.3 million for the Period as compared to that of approximately HK\$76.9 million for the Corresponding Period, resulting from the decrease in the Group’s revenue from OEM business, which could not be compensated by the increase in the Group’s revenue from OBM business. The Group’s gross profit margin remained stable at approximately 41.6% for the Period.

Expenses

The Group’s selling and distribution costs decreased by approximately 8.1% to approximately HK\$24.3 million for the Period as compared to those of approximately HK\$26.5 million for the Corresponding Period. Such decrease was in line with the decrease in the Group’s revenue. The Group’s administrative and other expenses decreased by approximately 18.6% to approximately HK\$46.8 million for the Period as compared to those of approximately HK\$57.5 million for the Corresponding Period. Such decrease was mainly due to the Group’s cost controls on operating costs in order to improve the Group’s operating performance.

Profit or loss before tax

The Group's loss before tax increased by approximately 13.9% to approximately HK\$9.2 million for the Period as compared to that of approximately HK\$8.0 million for the Corresponding Period. Such increase was mainly due to a decrease in revenue from OEM business. The Group had a good performance for the three months ended 31 December 2019 (the "**Q3 Period**"). The Group's profit before tax increased by approximately 55.2% to approximately HK\$2.6 million for the Q3 Period as compared to approximately HK\$1.7 million for the corresponding period of 2018. Such increase was attributable to the implementation of effective cost controls.

DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (2018: Nil).

OUTLOOK

The operating environment for the Group will remain difficult. For the OEM business, the sales team of the Group will endeavour to find new customers in Europe and the PRC in order to reduce the risk exposure to Sino-US trade war though the first stage trade agreement was signed between the PRC and the US in mid-January 2020. The range of products manufactured would expand from baby clothing to children's and teenagers' wear so as to catch more sales in the future.

For the OBM business, the Group has opened 10 retail shops through the channels of Kidswant Children Products Company Limited* (孩子王兒童用品股份有限公司) in the PRC since September 2018. The Group expects to open additional shops and set up the consignment in the coming periods so as to expand the market share in the PRC. Meanwhile, the Group will continue to place more resources to grow the e-business.

As the PRC is fighting a new strain of the coronavirus, our management expects that the OBM sales will plummet during the fourth quarter of our financial year ending 31 March 2020 (the "**Q4 Period**"), and some OEM sales orders for the Q4 Period may be postponed to the next financial year. We shall take steps to reduce the business risks caused by the coronavirus, and continue to closely monitor the situation in the PRC.

SHARE OPTION SCHEME

As no share option has been granted since the adoption of the share option scheme of the Company, there was no share option outstanding as at 31 December 2019 and no share option was exercised, cancelled or lapsed during the Period.

* *The English translation of the Chinese name is for identification purpose only and should not be regarded as the official translation of such Chinese name.*

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the “SFO”)), which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) recorded in the register referred to therein pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

LONG POSITION IN THE SHARES

Name of Director	Capacity	Nature of interests	Number of Shares interested	Percentage of issued Shares*
Ms. Luk Sau Kuen (“ Ms. Luk ”)	Executrix	Other interest	300,000,000 <i>(Note)</i>	75%

Note: These Shares are held by Joyful Cat. Joyful Cat was legally and beneficially owned as to 100% by the late Ms. Fung Sau Ying (“**Ms. Fung**”) before her death. Ms. Luk has been appointed as the executrix of the estate of the late Ms. Fung in respect of the shares of Joyful Cat in the BVI under the Grant of Probate issued by the High Court of Justice of the BVI.

* The percentage represents the total number of the Shares interested divided by the number of issued Shares as at 31 December 2019 (i.e. 400,000,000 Shares).

Save as disclosed above, as at 31 December 2019, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) recorded in the register referred to therein pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, so far as is known to the Directors, the following entity or person other than the Directors and the chief executive of the Company had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

LONG POSITION IN THE SHARES

Name of shareholders of the Company (the "Shareholders")	Capacity	Nature of interests	Number of Shares held or interested	Percentage of issued Shares*
Joyful Cat ^(Note)	Beneficial owner	Personal interests	300,000,000	75%
Ms. Fung ^(Note)	Interest of a controlled corporation	Corporate interests	300,000,000	75%

Note: Joyful Cat is a direct Shareholder and was legally and beneficially owned as to 100% by the late Ms. Fung before her death. Ms. Luk has been appointed as the executrix of the estate of the late Ms. Fung in respect of the shares of Joyful Cat in the BVI under the Grant of Probate issued by the High Court of Justice of the BVI.

* The percentage represents the total number of the Shares held or interested divided by the number of issued Shares as at 31 December 2019 (i.e. 400,000,000 Shares).

Save as disclosed above, as at 31 December 2019, so far as is known by or otherwise notified to the Directors, no other entity or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and the underlying Shares as required to be recorded in the register to be kept by the Company pursuant to Section 336 of the SFO.



CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of and complied with the applicable code provisions of the Corporate Governance Code as contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”) during the Period. The Company periodically reviews its corporate governance practices to ensure that it continues to meet the requirements of the CG Code. To the best knowledge of the Board, the Company had complied with the code provisions of the CG Code during the Period.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “**Required Standard of Dealings**”). Following specific enquiries made by the Company on all the Directors, each of them has confirmed he/she had complied with the Required Standard of Dealings throughout the Period. No incident of non-compliance was noted by the Company during the Period.

COMPETING INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDER AND THEIR RESPECTIVE CLOSE ASSOCIATES

None of the Directors or the controlling Shareholder(s) or their respective close associates (as defined in the GEM Listing Rules) has interests in any business apart from the Group’s businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group and no such person has, or may have any other conflicts of interest with the Group during the Period and up to the date of this report.

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

During the Period, the Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

INTERESTS OF COMPLIANCE ADVISER

As confirmed by the Company's compliance adviser Alliance Capital Partners Limited (the "**Compliance Adviser**"), for the Period and up to the date of this report, save for the Compliance Adviser's agreement dated 12 July 2017 and entered into between the Company and the Compliance Adviser concerning the fees payable by the Company to the Compliance Adviser for acting in such capacity, neither the Compliance Adviser nor any of its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including interests in the securities of the Company or any member of the Group, and options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no material acquisitions and disposals of subsidiaries, associates and joint ventures during the Period.

CHANGES IN DIRECTORS' INFORMATION

Subsequent to the date of the Interim Report 2019/20, the changes in the Directors' information as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules are set out below:

1. Mr. Chin Wai Keung Richard was appointed as an executive Director on 9 November 2019; and
2. Ms. Ho Lai Ying has resigned as an executive Director but remains as a director in certain subsidiaries of the Company with effect from 1 January 2020.

REVIEW OF FINANCIAL STATEMENTS

The Company established the Audit Committee on 26 January 2018 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting, and oversee internal control and risk management procedures of the Group.

The Audit Committee currently comprises three independent non-executive Directors (the “INEDs”), namely Mr. Tan Yik Chung Wilson (“**Mr. Tan**”), Mr. Choi Wing San Wilson and Mr. Cho Chi Kong. Mr. Tan is the chairman of the Audit Committee. The Audit Committee has reviewed this report, including the unaudited condensed consolidated results of the Group for the Period and discussed with the management of the Company the accounting principles and practices adopted by the Group as well as other financial reporting matters. The Audit Committee is of the opinion that the preparation of such results have complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board
Mansion International Holdings Limited
Luk Sau Kuen
Chairlady and Executive Director

Hong Kong, 7 February 2020

As at the date of this report, the executive Directors are Ms. Luk Sau Kuen (chairlady), Mr. Cheung Desmond Lap Wai (acting chief executive officer and chief operating officer and Mr. Chin Wai Keung Richard; and the INEDs are Mr. Cho Chi Kong, Mr. Choi Wing San Wilson and Mr. Tan Yik Chung Wilson.

This report will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This report will also be published and will remain on the Company’s website at www.mansionintl.com.