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Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2022**

The Board (the “**Board**”) of Directors (the “**Directors**”) of Vision International Holdings Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months ended 31 March 2022. This announcement, containing the full text of the 2022 First Quarterly Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of quarterly results. Printed version of the Company’s 2022 First Quarterly Report will be delivered to the shareholders of the Company and available for viewing on the websites of GEM at www.hkgem.com and of the Company at www.vision-holdings.com.hk in due course.

By Order of the Board
Vision International Holdings Limited
威誠國際控股有限公司
Mr. Ko Sin Yun
Chairman and Executive Director

Hong Kong, 13 May 2022

As at the date of this announcement, the executive Directors of the Company are Mr. Ko Sin Yun, Mr. Ko Man Ho and Mr. Cheng Ka Wing; and the independent non-executive Directors of the Company are Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun.

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 Group. 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.

The announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the day of its posting and on the website of the Company at www.vision-holdings.com.hk.

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

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



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Corporate Information

BOARD OF DIRECTORS

Executive Directors:

Mr. Ko Sin Yun (*Chairman*)
Mr. Ko Man Ho
Mr. Cheng Ka Wing

Independent Non-executive Directors:

Mr. To King Yan, Adam
Mr. Kwok Chee Kin
Mr. Chan Kim Sun

AUDIT COMMITTEE

Mr. Chan Kim Sun (*Chairman*)
Mr. To King Yan, Adam
Mr. Kwok Chee Kin

REMUNERATION COMMITTEE

Mr. To King Yan, Adam (*Chairman*)
Mr. Chan Kim Sun
Mr. Kwok Chee Kin

NOMINATION COMMITTEE

Mr. Ko Sin Yun (*Chairman*)
Mr. Chan Kim Sun
Mr. To King Yan, Adam

COMPANY SECRETARY

Mr. Tam Chun Wai Edwin

COMPLIANCE OFFICER

Mr. Cheng Ka Wing

AUTHORISED REPRESENTATIVES FOR THE PURPOSE OF THE GEM LISTING RULES

Mr. Cheng Ka Wing
Mr. Tam Chun Wai Edwin

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, China United Plaza
1002–1008 Tai Nan West Street
Cheung Sha Wan
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services
Limited
Shops 1712–1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai
Banking Corporation Limited
United Overseas Bank Limited
Hong Kong Branch
Hang Seng Bank Limited

AUDITOR

Yongtuo Fuson CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

STOCK CODE

8107

COMPANY'S WEBSITE

www.vision-holdings.com.hk

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

The board of Directors (the “**Board**”) of the Company hereby announces the unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2022 together with the comparative unaudited figures for the corresponding period in 2021, as follows:

	Notes	Three months ended 31 March	
		2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Revenue	3	25,898	24,464
Cost of sales		(24,534)	(21,527)
Gross profit		1,364	2,937
Other income	4	45	33
Other gains and losses	5	28	(127)
Selling and distribution expenses		(335)	(276)
Administrative expenses		(1,845)	(2,360)
Finance costs		(307)	(134)
(Loss) Profit before taxation		(1,050)	73
Income tax credit (expense)	6	30	(24)
(Loss) Profit and total comprehensive (loss) income for the period	7	(1,020)	49
(Loss) Earnings per share — basic and diluted (HK cents)	9	(1.02)	0.05

Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 31 March 2022

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Translation reserve HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
At 1 January 2021 (audited)	10,000	38,444	(103,262)	(7,252)	119,616	57,546
Profit and total comprehensive income for the period	-	-	-	-	49	49
At 31 March 2021 (unaudited)	10,000	38,444	(103,262)	(7,252)	119,665	57,595
At 1 January 2022 (audited)	10,000	38,444	(103,262)	(7,252)	110,927	48,857
Loss and total comprehensive expense for the period	-	-	-	-	(1,020)	(1,020)
At 31 March 2022 (unaudited)	10,000	38,444	(103,262)	(7,252)	109,907	47,837

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

1. GENERAL

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

The principal activity of the Company is investment holding. The principal activities of the Group are sales of apparel products and other products with the provision of supply chain management services and provision of agency services on construction and related materials.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

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

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

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

Amendments to HKFRS 3	Reference to Conceptual Framework
Amendments to HKAS 16	Property, plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendment to HKFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021
Amendment to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle

The application of the new and amendments to HKFRSs in the current period has had no significant financial effect on these unaudited condensed consolidated financial statements for the three months ended 31 March 2022.

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

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

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

3. REVENUE AND SEGMENT INFORMATION

Revenue from contracts with customers represents the fair value of amounts received and receivable from the sales of apparel and related products with the provision of supply chain management services to customers and agency fee from construction and related materials by the Group.

Timing of revenue recognition and category of revenue

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Recognised at a point in time and short-term contracts:		
Sales of apparel products with the provision of supply chain management ("SCM") services	25,632	24,007
Agency fee from construction and related materials	266	457

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

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

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

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

3. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenues and results

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

For the 3 months ended 31 March 2022 (unaudited)

	Apparel Products HK\$'000	Construction Materials HK\$'000	Consolidated HK\$'000
Segment revenue			
External sales	25,632	266	25,898
Segment profit	1,143	266	1,409
Unallocated other income			
Unallocated other gains and losses, net			28
Unallocated corporate general administrative expenses			(2,180)
Finance costs			(307)
Group's loss before tax			(1,050)

For the 3 months ended 31 March 2021 (unaudited)

	Apparel Products HK\$'000	Construction Materials HK\$'000	Consolidated HK\$'000
Segment revenue			
External sales	24,007	457	24,464
Segment profit	2,505	457	2,962
Unallocated other income			8
Unallocated other gains and losses, net			(127)
Unallocated corporate general administrative expenses			(2,636)
Finance costs			(134)
Group's profit before tax			73

Segment profit represents the profit earned by each segment without allocation of government grant, net foreign exchange difference, central administration costs, directors' emoluments and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The customers of the Group are mainly (i) apparel sourcing agents in Macau, Hong Kong and Europe; and (ii) construction materials sourcing agents in South East Asia.

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

3. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

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

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

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Apparel Products		
Macau	12,633	15,095
Hong Kong	11,644	3,880
Germany	1,355	4,931
France	–	101
	25,632	24,007
Construction Materials		
Cambodia	266	457
Total	25,898	24,464

Information about major customers

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

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Customer A*	12,633	15,095
Customer B*	#	2,898
Customer C*	11,644	2,379

No revenue was attributed from the relevant customer for the respective period.

* Revenue from Apparel Products

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

3. REVENUE AND SEGMENT INFORMATION (Continued)

Information about major customers (Continued)

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

	As at 31 March 2022 (unaudited) HK\$'000	As at 31 March 2021 (unaudited) HK\$'000
Hong Kong	26,403	27,565
Germany	5,333	6,333
Total	31,736	33,898

4. OTHER INCOME

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Sample sales income	45	25
Others	–	8
Total	45	33

5. OTHER GAINS AND LOSSES

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Net foreign exchange gain/(loss)	28	(127)

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

6. INCOME TAX (CREDIT)/EXPENSE

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Hong Kong Profits Tax:		
Current tax	43	52
Deferred taxation	(73)	(28)
Total	(30)	24

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

7. (LOSS) PROFIT FOR THE PERIOD

	Three months ended 31 March	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
(Loss) profit for the period has been arrived at after charging:		
Directors' remuneration	669	546
Other staff costs:		
— Salaries and other benefits	447	354
— Retirement benefit scheme contributions	16	16
Total staff costs	463	370
Total employee benefits expenses	1,132	916
Auditor's remuneration	100	100
Depreciation of property, plant and equipment	279	290
Depreciation of leasehold improvements	5	5
Amortisation of intangible assets	250	250
Cost of inventories recognised as cost of sales	24,534	21,527

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2022

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the three months ended 31 March 2022 (three months ended 31 March 2021: Nil).

9. (LOSS) EARNINGS PER SHARE

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

The calculation of basic (loss) earnings per Share for the period is based on the unaudited condensed consolidated loss for the three months ended 31 March 2022 of HK\$1,020,000 (profit for the three months ended 31 March 2021: HK\$49,000), and the weighted average number of ordinary shares of 100,000,000 (three months ended 31 March 2021: 100,000,000), being the total number of Shares in issue of the Company during the three months ended 31 March 2022.

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

Management Discussion and Analysis

BUSINESS REVIEW

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

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

Besides, during the three months ended 31 March 2022, our Group leveraged on our experience in SCM and extended our business to the supply of construction materials in order to diversify our income stream. Our customers for construction materials are primarily construction materials sourcing agents in Cambodia.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue increased by 5.9% from HK\$24.5 million for the three months ended 31 March 2021 to HK\$25.9 million for the three months ended 31 March 2022. The increase was mainly attributable to the increased revenue from customers in Hong Kong for apparels and related products.

Cost of sales

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

Cost of sales increased by 14.0% from HK\$21.5 million for the three months ended 31 March 2021 to HK\$24.5 million for the three months ended 31 March 2022, which was in line with the increase in sales for the three months ended 31 March 2022.

Gross profit and gross profit margin

Gross profit was HK\$2.9 million and HK\$1.4 million for the three months ended 31 March 2021 and 2022, respectively. Gross profit margin dropped from 12.0% for the three months ended 31 March 2021 to 5.3% for the three months ended 31 March 2022, which was mainly attributable to the decrease in gross profit margin of the apparel and related products business due to the pessimistic sentiment on the global retail markets, which made our customers tend to make orders with lower average selling prices that led to a tumble in the gross profit margin.

Other income

Other income increased from HK\$33,000 for the three months ended 31 March 2021 to HK\$45,000 for the three months ended 31 March 2022, mainly due to the increase in sample sales income.

Other gains and losses

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

Management Discussion and Analysis

Selling and distribution expenses

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

Selling and distribution expenses remained stable at approximately HK\$0.3 million for both the three months ended 31 March 2021 and 2022, respectively.

Administrative expenses

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

Administrative expenses amounted to HK\$2.4 million and HK\$1.8 million for the three months ended 31 March 2021 and 2022, respectively. The decrease was mainly due to the decrease in professional fees and staff salaries.

Finance costs

The Group's finance costs amounted to approximately HK\$0.1 million and HK\$0.3 million for the three months ended 31 March 2021 and 2022, respectively.

Income tax expense/credit

Income tax expense amounted to approximately HK\$24,000 and income tax credit amounted to approximately HK\$30,000 for the three months ended 31 March 2021 and 2022, respectively.

(Loss) profit for the period

Loss for the three months ended 31 March 2022 amounted to HK\$1,020,000 (profit for the three months ended 31 March 2021: HK\$49,000). Such decrease in profit was mainly attributable to the decrease in gross profit as explained above.

Charge on the Group's assets

As at 31 March 2022, the Group pledged the property comprising workshops 1–3 and 5–7 on 3rd Floor of China United Plaza, No. 1008 Tai Nan West Street, Kowloon, Hong Kong to a bank for the bank finance facility for the Group.

Management Discussion and Analysis

Share capital

The share capital of the Group only comprises ordinary shares.

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

As at 31 March 2022, the Company's issued share capital was HK\$10,000,000 and the number of its issued shares was 100,000,000 of HK\$0.1 each.

Significant investment held

As at 31 March 2022, the Group did not hold any significant investment.

Contingent liabilities

The Group did not have any material contingent liabilities or guarantees as at 31 March 2022.

Foreign exchange exposure

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

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

For the transaction denominated in EUR during the three months ended 31 March 2022, the Group considers that there is no significant foreign exchange risk in respect of EUR.

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

Management Discussion and Analysis

PROSPECTS

The global markets and economies are still struggling to recover in the midst of COVID-19 pandemic. The new wave of Omicron variant of COVID-19 weighs on the business sentiment. We expect the pessimistic sentiment is still hovering on, until more solid signs of progress that the pandemic situation is to be brought under control.

The Group's profitability has been severely affected by COVID-19. The travel restriction caused by COVID-19 has hindered our overseas customers from visiting us or us from visiting them for making sales orders. We expect the forthcoming business environment would remain challenging, as a number of customers are looking for longer credit period. Moreover, in view of the weakening retail markets, customers would tend to make orders with lower average selling prices, which led to a tumble in our gross profit margin of the apparel and related products business.

To cope with the lingering business downturn, our management has already taken cost-control measures since 2020 to reduce our operating costs. Going forward, the Group will continue to keep a close eye on the appropriate ways to apply such measures.

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

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

Management Discussion and Analysis

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The total equity of the Group as at 31 March 2022 was HK\$47.8 million (31 March 2021: HK\$57.6 million). The Group's cash and cash equivalent as at 31 March 2022 was HK\$0.4 million (31 March 2021: HK\$8.3 million). Based on the above analysis, coupled with sufficient cash and bank balances, we have adequate liquidity and financial resources to meet our working capital requirements.

DIVIDENDS

The Board does not recommend the payment of any dividend for the three months ended 31 March 2022 (three months ended 31 March 2021: Nil).

SEGMENT INFORMATION

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

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

For the three months ended 31 March 2022, the Group had not made any material acquisition or disposal (three months ended 31 March 2021: Nil).

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have any plan for material investments or capital assets as at 31 March 2022.

Other Information

DISCLOSURE OF INTERESTS

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

As at 31 March 2022, the interests and short positions of our Directors or chief executive of the Company in the 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to notify to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, will be as follows:

(a) Long Position in the Shares of the Company

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

Notes:

1. The letter "L" denotes to the long position in the Shares.
2. The Shares are registered in the name of Metro Vanguard. Accordingly, Mr. Ko is deemed to be interested in all the Shares held by Metro Vanguard for the purpose of Part XV of the SFO.
3. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2022 (i.e. 100,000,000 Shares).

Other Information

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

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

Save as disclosed above, as at 31 March 2022, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Other Information

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

As at 31 March 2022, the interest and short positions of the persons (other than the Directors or chief executive of the Company) in the Shares, underlying shares and debentures of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Long Position in the Company's Shares

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

Notes:

1. The letter "L" denotes to the long position in the Shares.
2. Ms. Chan Sau Fung is the spouse of Mr. Ko. By virtue of the SFO, she is deemed to be interested in all Shares held by Metro Vanguard, in which Mr. Ko is deemed to be interested.
3. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 31 March 2022 (i.e. 100,000,000 Shares).

Save as disclosed above, as at 31 March 2022, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Other Information

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the sub-sections headed "Disclosure of Interests" and "Share Option Scheme" herein, at no time during the three months ended 31 March 2022 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS

For the three months ended 31 March 2022, the Directors have confirmed that to the best of their knowledge, information and belief and having made all reasonable enquiries, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) had any business or interests in any company that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules (the "CG Code"). The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the shareholders of the Company and enhance the business growth of the Group. Where applicable, the Company has complied with the code provisions as set out in the CG Code during the three months ended 31 March 2022.

Other Information

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules ("**Required Standard of Dealings**") regarding Directors' securities transactions. Having been enquired by the Company, all Directors confirmed that they had complied with the Required Standard of Dealings during the three months ended 31 March 2022.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2022.

SHARE OPTION SCHEME

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

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

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

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

Other Information

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

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

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

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2022 and this report, and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

FORWARD LOOKING STATEMENTS

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

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

Hong Kong, 13 May 2022