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UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

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This announcement, for which the directors (the "Directors") of Unitas Holdings Limited (the "Company") 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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in This announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in This announcement misleading.

HIGHLIGHTS

- Unaudited revenue of the Group for the six months ended 30 September 2021 amounted to approximately HK\$4,577,000, representing an increase of approximately 22.1% as compared to corresponding period in 2020.
- Consolidated loss attributable to owners of the Company for the six months ended 30 September 2021 was approximately HK\$4,491,000 as compared to a loss of approximately HK\$5,199,000 in corresponding period in 2020.
- Loss per share from continuing operations for the six months ended 30 September 2021 was approximately HK\$0.18 cents.
- The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2021.

FINANCIAL RESULTS (UNAUDITED)

The board of Directors (the "Board") of Unitas Holdings Limited (the "Company") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and six months ended 30 September 2021, together with the unaudited comparative figures for the corresponding period in 2020, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and six months ended 30 September 2021

		Three months ended 30 September		Six months ended 30 September	
		2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
	Notes				
Continuing operations					
Revenue	4	3,683	2,282	4,577	3,748
Cost of operations		(2,564)	(1,099)	(2,837)	(1,890)
Gross profit		1,119	1,183	1,740	1,858
Other gains and losses	4	4	–	4	–
Administrative and operating expenses		(3,452)	(3,470)	(5,966)	(6,059)
Gain of deemed disposal of subsidiaries		–	275	–	275
Finance cost	6	(100)	(72)	(132)	(159)
Loss before tax from continuing operations	7	(2,429)	(2,084)	(4,354)	(4,085)
Income tax	9	(85)	–	(137)	–
Loss for the Period from continuing operations		(2,514)	(2,084)	(4,491)	(4,085)
Discounted operation					
Loss for the period from a discontinued operation		–	(1,071)	–	(1,114)
Loss for the period		(2,514)	(3,155)	(4,491)	(5,199)

	Three months ended 30 September 2021 (Unaudited) <i>Notes</i> HK\$'000		Six months ended 30 September 2021 (Unaudited) HK\$'000	
	2020 (Unaudited) <i>HK\$'000</i>		2020 (Unaudited) <i>HK\$'000</i>	
Other comprehensive loss, net of income tax				
Item that may be reclassified subsequently to profit or loss:				
Other comprehensive loss for the period, net of income tax	–	–	–	–
Total comprehensive loss for the period	(2,514)	(3,155)	(4,491)	(5,199)
Loss attributable to owners of the Company for the period				
Loss from continuing operations	(2,514)	(2,084)	(4,491)	(4,085)
Loss from discontinued operation	–	(1,071)	–	(1,114)
	(2,514)	(3,155)	(4,491)	(5,199)
Total comprehensive loss attributable to owners of the Company for the period	(2,514)	(3,155)	(4,491)	(5,199)
Loss per share attributable to owners of the Company				
Basic and diluted (HK cents)				
- from continuing operations	(0.10)	(0.08)	(0.18)	(0.17)
- from discontinued operation	–	(0.04)	–	(0.05)

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

		As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
	Notes		
ASSETS			
Non-current assets			
Property, plant and equipment	11	667	1,273
Right-of-use assets		1,027	1,991
Financial assets at fair value through other comprehensive income	12	906	906
		2,600	4,170
Current assets			
Inventories		1,405	462
Trade receivables	13	2,090	657
Prepayments, deposits and other receivables	14	2,386	1,435
Cash and cash equivalents		18,740	26,539
		24,621	29,093

		As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
	<i>Notes</i>		
Less: Current liabilities			
Other payables and accruals	15	2,573	3,082
Trade payables		–	54
Contract liabilities		347	288
Loan from shareholders		1,018	1,018
Lease liabilities		1,226	2,307
Tax payable		8,723	8,689
		13,887	15,438
Net current assets		10,734	13,655
Less: Non-current liabilities			
Lease liabilities		1,723	1,723
		1,723	1,723
Net assets		11,611	16,102
EQUITY			
Equity attributable to owners of the Company			
Share capital	16	24,730	24,730
Reserves	17	(13,119)	(8,628)
Total equity		11,611	16,102

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2021

	Attributable to owners of the Company					
			Financial assets at fair value through other comprehensive income reserve	Share option payment reserve	Accumulated losses	Total equity
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
At 1 April 2021 (audited)	24,730	288,837	33	1,954	(29,452)	16,102
Loss for the period	–	–	–	–	(4,491)	(4,491)
Other comprehensive income for the period	–	–	–	–	–	–
Total comprehensive loss for the period	–	–	–	–	(4,491)	(4,491)
At 30 September 2021 (unaudited)	24,730	288,837	33	1,954	(303,943)	11,611
At 1 April 2020 (audited)	24,730	288,837	19	1,954	(291,319)	24,221
Loss for the period	–	–	–	–	(5,199)	(5,199)
Other comprehensive income for the period	–	–	–	–	–	–
Total comprehensive income for the period	–	–	–	–	(5,199)	(5,199)
At 30 September 2020 (unaudited)	24,730	288,837	19	1,954	(296,518)	19,022

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS*For the six months ended 30 September 2021*

	Six months ended	
	30 September	
	2021	2020
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
		(Restated)
Net cash inflow/(outflow) from operating activities	(7,799)	30,916
Net cash (outflow)/inflow from investing activities	–	(469)
Net cash (outflow)/inflow from financing activities	–	(12,000)
Net increase/(decrease) in cash and cash equivalents	(7,799)	18,447
Cash and cash equivalents at beginning of period	26,539	505
Cash and cash equivalents at end of period	18,740	18,952

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

For the six months ended 30 September 2021

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 20 April 2011 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong. The Company's shares were listed on the GEM of the Stock Exchange on 12 October 2011.

The Company is an investment holding company. The principal activities of its subsidiaries are the provision of dry bulk shipping and logistic agency services and IP automation and entertainment business.

2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2021 (the "Interim Accounts") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The significant judgments made by management in applying the Group's accounting policies and key sources of estimate uncertainty used in the preparation of the Interim Accounts are consistent with those used in the annual financial statements for the year ended 31 March 2021. The Interim Accounts do not include all of the information required for annual financial statements and thereby they should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The Interim Accounts have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The Interim Accounts are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value measurements recognised in the condensed consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 fair value measurements are those derived from inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

30 September 2021

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial asset				
Financial assets at fair value through other comprehensive income	–	–	906	906

31 March 2021

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial asset				
Financial assets at fair value through other comprehensive income	–	–	906	906

4. REVENUE AND OTHER GAINS AND LOSSES

An analysis of revenue and other gains and losses from continuing operations are as follows:

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue				
IP automation and entertainment	3,683	2,282	4,577	3,748
Dry bulk shipping and logistic agency services	—	—	—	—
	3,683	2282	4,577	3,748

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Other gains and losses				
Sundry income	3	—	3	—
Bank interest income	1	—	1	—

5. SEGMENT INFORMATION

Information reported to the management of the Group, being the chief operating decision maker (“CODM”), for the purpose of resource allocation and assessment of segment performances focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and specifically focuses on the Group’s operating divisions. No operating segment identified by the CODM has been aggregated in arriving at the reportable segments of the Group.

5. SEGMENT INFORMATION (CONTINUED)

The Group's reportable and operating segments are as follows:

- dry bulk shipping and logistic agency
- IP automation and entertainment business

Segment revenue and results

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

September 2021:

	Dry bulk shipping and logistic agency services (Unaudited) HK\$'000	IP automation and entertainment (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000
Revenue	–	4,577	4,577
Segment results	(17)	(1,946)	(1,963)
Unallocated corporate expenses			(2,259)
Finance cost			(132)
Loss before tax			(4,354)
Income tax			(137)
Loss for the period			(4,491)

For the six months ended 30 September 2020:

	Discontinued operation Corporate finance advisory service (Unaudited) HK\$'000	Continuing operations Dry bulk shipping and logistic agency services (Unaudited) HK\$'000	IP automation and entertainment (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000
Revenue	830	–	3,748	4,578
Segment results	(1,114)	(457)	(1,213)	(2,784)
Unallocated corporate expenses				(2,531)
Unallocated corporate income				–
Finance cost				(159)
Gain on deemed disposal of subsidiaries				275
Income tax				–
Loss for the period				(5,199)

5. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

As at 30 September 2021:

	Dry bulk shipping and logistic agency services (Unaudited) HK\$'000	IP automation and entertainment (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000
Segment assets	295	15,288	15,583
Unallocated assets			11,638
Consolidated total assets			27,221
Segment liabilities	9,555	3,789	13,344
Unallocated liabilities			2,266
Consolidated liabilities			15,610

As at 30 September 2020:

	Discontinued operation	Continuing operations Dry bulk shipping and logistic agency services (Unaudited) HK\$'000	IP automation and entertainment (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000
Segment assets	–	8,471	6,264	14,735
Unallocated assets				19,775
Consolidated total assets				34,510
Segment liabilities	–	(9,761)	(4,528)	(14,289)
Unallocated liabilities				(1,199)
Consolidated liabilities				(15,488)

6. FINANCE COST

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Interest on lease liabilities	100	72	132	159

7. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging:

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Depreciation	1,413	817	1,569	1,633
Minimum lease payment under operating lease:				
– Property rental	(3)	–	808	–
Employee benefit expenses (including directors' remuneration)				
– Wages, salaries, allowances and bonus	1,168	1,467	2,195	2,985
– Pension scheme contributions	25	44	58	75
	1,193	1,511	2,253	3,060

8. DIVIDENDS

The Board does not recommend the payment of dividend for the six months ended 30 September 2021 (2020: Nil).

9. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) for the three months and six months ended 30 September 2021 and 2020.

	Three months ended 30 September 2021 (Unaudited) HK\$'000		Six months ended 30 September 2021 (Unaudited) HK\$'000	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Current tax	85	–	137	–
	85	–	137	–

There was no significant unprovided deferred tax for the relevant periods and at the end of each reporting period.

10. LOSS PER SHARE

Basic loss per share for each of the three months and six months ended 30 September 2021 and 2020 are calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the periods.

	For the three months ended 30 September 2021	For the six months ended 30 September 2021	For the three months ended 30 September 2020	For the six months ended 30 September 2020
(Loss)/gain attributable to the owners of the Company				
– from continuing operations	HK\$(2,514,000)	HK\$(4,491,000)	(HK\$2,084,000)	(HK\$4,085,000)
– from discontinued operation	–	–	(HK\$1,071,000)	(HK\$1,114,000)
Weighted average number of ordinary share in issue	2,472,959,333	2,472,959,333	2,472,959,333	2,472,959,333

10. LOSS PER SHARE (CONTINUED)

For the three months and six months ended 30 September 2021, the computation of diluted loss per share does not assume the exercise of the share options as the exercise price of those share options is higher than the average market price of the Company's shares for the three months and six months ended 30 September 2021.

Diluted loss per share for the three months and six months ended 30 September 2020 has not been disclosed as the potential shares arising from the exercise of the Company's outstanding share options would decrease in loss per share of the Group for the periods and are regarded as anti-dilutive.

11. PLANT AND EQUIPMENT

The Group did not acquire other plant and equipment (2020: nil). There was no disposal of plant and equipment during the three months and six months ended 30 September 2021.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
Equity securities – unlisted investment	906	906
	906	906

13. TRADE RECEIVABLES

The Group's trade receivables arose from the provision of corporate finance advisory services to its clients.

The Group's trading term with its clients is, in general, due upon the issuance of invoices. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables arising from the provision of corporate finance advisory services are non-interest bearing.

13. TRADE RECEIVABLES (CONTINUED)

An aged analysis of the trade receivables at the end of each reporting period, based on the invoice date and net of provision, is as follows:

	As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
Current to 30 days	2,090	83
31 to 60 days	–	16
61 to 90 days	–	42
Over 90 days	–	551
	2,090	692
Less: Loss allowance	–	(35)
	2,090	657

Trade receivables disclosed above are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
Prepayments and deposits	1,310	1,398
Other receivables	1,076	340
Less: Allowance for impairment losses in other receivables	–	(303)
	2,386	1435

15. OTHER PAYABLES AND ACCRUALS

	As at 30 September 2021 (Unaudited) HK\$'000	As at 31 March 2021 (Audited) HK\$'000
Other payables and accruals	2,573	3,082

Other payables are non-interest bearing and are repayable within one month.

16. SHARE CAPITAL

<i>Note</i>	Number of ordinary shares of HK\$0.01 each '000	Nominal value of ordinary shares HK\$'000
Authorised:		
At 1 April 2019, 31 March 2020, 1 April 2021 and 30 September 2021	20,000,000,000	200,000,000
Issued and fully paid:		
At 1 April 2021	2,472,959	24,730
At 30 September 2021 (unaudited)	2,472,959	24,730

17. RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the condensed consolidated statement of changes in equity.

18. COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2021, neither the Group nor the Company had any significant commitments and contingent liabilities (31 March 2021: Nil).

19. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in This announcement, the Group had the following material transactions with related parties during the period:

Compensation of key management personnel of the Group

	Three months ended		Six months ended	
	30 September		30 September	
	2021	2020	2021	2020
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Short term employees benefits	365	435	729	870
Post-employment benefits	9	13	18	26
Total compensation paid to key management personnel	374	448	747	896

20. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The Interim Accounts were approved and authorised for issue by the Board on 12 November 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged in provision of dry bulk shipping and logistic agency services and IP automation and entertainment business.

Dry bulk shipping and logistic agency services

During the period under review, the Group was still affected by the shadows of US-China trade war and COVID-19 Epidemic and was unable to obtain a deal resulted in nil revenue (2020: Nil). However, the Group is currently assessing its resources and discussing/negotiating with business partners to resume this segment during the period under review.

IP automation and entertainment business

During the period under review, we recorded revenue of approximately HK\$4.58 million where (i) approximately HK\$2.16 million was contributed from operation of “Ganawawa” shops in Hong Kong; (ii) approximately HK\$1.22 million was contributed from our medical face mask sale and marketing project commenced since June 2020 and; (iii) approximately HK\$1.20 million was contributed from trading of raw materials for mask manufacturers. We recorded net loss of approximately HK\$2.15 million (2020: net loss of approximately HK\$1.21 million).

Amid the outbreak of COVID-19 Epidemic, operation of “Ganawawa” shops continues to strive to recover from the loss-making situation and the Group plans to adopt a more prudent strategy in launching more pop-up shops in shopping malls and seeking for business partners for cooperation in setting up entertainment venues during the period under review.

The outbreak of COVID-19 Epidemic not only has raised public awareness of protection, but has also recognized face mask as part of fashion, which we have been benefited from it by releasing different styles of medical face masks, some of which with IP-related/brand crossover campaigns. In addition, the Group successfully established the mask raw materials trading business by leveraging the Group’s current business network in mask industry during the period under review.

The Group is also exploring to diversify its entertainment business into providing brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group’s experience and expertise in operating entertainment stores, fun parks and IP products.

The Company’s Directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its Shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Financial Review

Results

For the six months ended 30 September 2021, revenue of the Group increased by approximately 22.1% to approximately HK\$4,457,000 from approximately HK\$3,748,000 in the corresponding period in 2020.

The Group's administrative and operating expenses for the six months ended 30 September 2021 decreased by approximately 1.5% to approximately HK\$5,966,000 compared to approximately HK\$6,059,000 for the corresponding period in 2020.

The Group's loss attributable to owners of the Company for the six months ended 30 September 2021 was approximately HK\$4,491,000 compared to a loss of approximately HK\$5,199,000 for the corresponding period last year.

Liquidity, financial resources and capital structure

During the six months ended 30 September 2021, the Group mainly finances its operations with its own working capital and advances from Company's shareholders. As at 30 September 2021, the Group had total assets and net assets of approximately HK\$27,221,000 (31 March 2021: approximately HK\$33,263,000) and approximately HK\$11,611,000 (31 March 2021: approximately HK\$16,102,000) respectively, including cash and bank balances of approximately HK\$18,740,000 (31 March 2021: approximately HK\$26,539,000). As at 30 September 2021, the Company had net current assets of approximately HK\$10,734,000 (31 March 2021: approximately HK\$13,655,000).

The Group's gearing ratios as at 30 September 2021 was 34% (31 March 2021: 31.4%). Gearing ratio is calculated by dividing total debt with the total equity.

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in either Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

SIGNIFICANT INVESTMENTS

The Group had no significant investments held during the six months ended 30 September 2021.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group had no material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended 30 September 2021.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 30 September 2021, the Group did not pledge any of its assets (30 September 2020: nil) as securities for the banking facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2021, the Group had 17 full-time employees and 4 part-time staff (30 September 2020: 20 full-time employees), including the Directors. Total employee benefit expenses (including Directors' emoluments) were approximately HK\$2,253,000 for the six months ended 30 September 2021 as compared to approximately HK\$3,060,000 for the six months ended 30 September 2020. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong. In addition, the Group adopted a share option scheme for eligible employees (including Directors) to provide incentives to participants for their contribution and continuing efforts to promote the interests of the Group.

OUTLOOK

The Group is currently assessing its resources and discussing/negotiating with business partners to resume the dry bulk shipping and logistic agency services. The Group is also exploring to diversify its entertainment business into providing brand management and marketing consulting services for entertainment venue in cultural industrial parks and shopping malls in PRC, Hong Kong and Macau with the Group's experience and expertise in operating entertainment stores, fun parks and IP products.

We will continue to dedicate the best effort to lead the Group to strive for the best interests for the Company's shareholders.

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (the “Scheme”) on 21 September 2011 under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Company’s shares. The principal terms of the Scheme are summarised in the paragraph headed “Share Option Scheme” in Appendix V to the prospectus of the Company dated 28 September 2011.

Details of the options granted under the Scheme, their movements during the six months ended 30 September 2021 and the options outstanding as at 30 September 2021 were as follows:

Participant	Options type	Date of grant	Exercise		Exercise period	Number of options					As at 30 September 2021
			price per share	Fair value at grant date per share		As at 1 April 2021	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
			HK\$	HK\$		'000	'000	'000	'000	'000	'000
Employees other than directors	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	12,500	–	–	–	–	12,500
Consultant	2014	17/9/2014	0.68	0.13027	17/9/2014 – 16/9/2024	2,500	–	–	–	–	2,500
						15,000	–	–	–	–	15,000

DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2021, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“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 referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

Long positions in the Company

Name of Director and chief executive	Type of interests	Number of ordinary shares held	Number of underlying shares pursuant to share option	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy (<i>Note 1</i>)	Beneficial owner	407,890,000	–	16.49%
	Interest of a controlled corporation	229,062,500	–	9.26%
Ms. Man Wing Yee Ginny	Beneficial owner	441,900,000	–	17.87%
Mr. Wang Qiang	Beneficial owner	100,000,000	–	4.04%
Mr. Lau Ling Tak	Beneficial owner	43,937,500	–	1.78%

Note:

- Ms. Ho Chiu Ha Maisy has a total interest in 636,952,500 shares/underlying shares (representing and aggregate of approximately 25.68% shareholding in the Company), of which (i) 229,062,500 shares were allotted to Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited by virtue of the SFO; and (ii) Ms. Ho Chiu Ha Maisy personal held 407,890,000 shares.

Save as disclosed above, as at 30 September 2021, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (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 referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 September 2021, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Refulgent Sunrise Limited (Note)	Beneficial owner	229,062,500	–	9.26%
Mr. Zhao Genlong	Beneficial owner	200,000,000	–	8.09%

Note:

Refulgent Sunrise Limited is a company incorporated in BVI with limited liabilities and is owned as to 36% by Ms. Ho Chiu Ha Maisy. As a result, Ms. Ho Chiu Ha Maisy and Mr. Tsang Yan are deemed to be interested in this shareholding through Refulgent Sunrise Limited by virtue of the SFO. Ms. Ho Chiu Ha Maisy personally held 407,890,000 shares.

Save as disclosed above, as at 30 September 2021, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

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

Neither the Company, nor any of its subsidiaries, has purchased, redeemed or sold any of the Company's listed shares during the six months ended 30 September 2021.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the six months ended 30 September 2021, none of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by directors during the six months ended 30 September 2021.

CODE OF CORPORATE GOVERNANCE PRACTICES

Throughout the six months ended 30 September 2021, the Company had complied with all the code provisions set out in the Appendix 15 Corporate Governance Code and Corporate Governance Report (the "CG Code") of the GEM Listing Rules with the exception of the following deviation:

CODE PROVISION E.1.2

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

DEVIATION

The chairlady of the Board, Ms. Ho Chiu Ha Maisy, was unable to attend the annual general meeting of the Company held on 30 September 2021 (the “AGM 2021”) as she had other important business engagement. However, Mr. Lau Ling Tak, an executive Director, had chaired the AGM 2021 in accordance with the articles of association of the Company and answered the questions from the Shareholders.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) on 21 September 2011, with written terms of reference in compliance with the GEM Listing Rules, risk management for the purpose of reviewing and providing supervision over the financial reporting process and internal control systems of the Group. The Committee comprises three independent non-executive Directors, namely Dr. Chow Ho Wan, Owen (as the Committee chairman), Mr. Siu Chi Yiu Kenny and Mr. Lee Chi Keung Jim. The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2021 have not been audited by the Company’s auditors, but have been reviewed by the Committee, who is of the opinion that the interim financial statements comply with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 24 September 2021, the Company entered into the subscription agreement (supplemented by the supplemental subscription agreements dated 15 October 2021 and 29 October 2021) with Mr. Chan Yu Fung (the “**Subscriber**”), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 140,000,000 new shares of the Company (the “**Share(s)**”) at the subscription price of HK\$0.072 per Share (the “**Subscription**”). The Shares will be allotted and issued pursuant to the general mandate of the Company. The estimated net proceeds from the Subscription, after deduction of the relevant expenses, will amount to approximately HK\$10 million. The net proceeds are intended to be used for the development of logistics agency and service business, the development of the IP automation and entertainment business and working capital of the Group. As at the date of This announcement, the Subscription has yet to be completed.

By Order of the Board
Unitas Holdings Limited
Ho Chiu Ha Maisy
Chairlady

Hong Kong, 12 November 2021

As at the date of this announcement, the Company’s executive Directors are Ms. Ho Chiu Ha Maisy (Chairlady), Mr. Lau Ling Tak, Ms. Man Wing Yee Ginny and Mr. Wang Qiang and the independent non-executive Directors are Mr. Siu Chi Yiu Kenny, Mr. Lee Chi Keung Jim and Dr. Chow Ho Wan, Owen.

This announcement will remain on the GEM website (www.hkgem.com) and on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website (www.unitas.com.hk).