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MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020

The board of directors (the “**Board**”) of MOG Holdings Limited (the “**Company**”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 September 2020 together with the comparative figures for the corresponding period in 2019.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2020

		Six months ended	
		30 September	
		2020	2019
	<i>Note</i>	RM'000	RM'000
		(Unaudited)	(Audited)
Revenue	4	47,451	74,488
Cost of sales		<u>(15,765)</u>	<u>(27,199)</u>
Gross profit		31,686	47,289
Other income	5	5,774	944
Selling and distribution costs		(23,068)	(27,424)
Administrative expenses		(5,065)	(4,649)
Reversal of impairment loss on trade receivables, net		122	—
Finance costs	6	(414)	(481)
Listing expenses		<u>(1,409)</u>	<u>(4,268)</u>
Profit before tax	6	7,626	11,411
Income tax expense	7	<u>(2,060)</u>	<u>(3,578)</u>
Profit for the period		5,566	7,833

		Six months ended	
		30 September	
		2020	2019
	<i>Note</i>	RM'000	RM'000
		(Unaudited)	(Audited)
Other comprehensive loss			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on combination/consolidation		<u>(202)</u>	<u>—</u>
Total comprehensive income for the period		<u>5,364</u>	<u>7,833</u>
Profit for the period attributable to:			
Owners of the Company		3,988	6,168
Non-controlling interests		<u>1,578</u>	<u>1,665</u>
		<u>5,566</u>	<u>7,833</u>
Total comprehensive income attributable to:			
Owners of the Company		3,786	6,168
Non-controlling interests		<u>1,578</u>	<u>1,665</u>
		<u>5,364</u>	<u>7,833</u>
Earnings per share attributable to owners of the Company			
Basic and diluted	8	<u>0.81 sen</u>	<u>1.64 sen</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2020

		At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Non-current assets			
Investment properties		1,304	1,325
Right-of-use assets	<i>10</i>	16,758	17,608
Plant and equipment	<i>11</i>	8,748	9,336
Deferred tax assets		<u>475</u>	<u>475</u>
		<u>27,285</u>	<u>28,744</u>
Current assets			
Inventories		29,136	31,055
Trade and other receivables	<i>12</i>	10,774	9,923
Fixed deposits with licensed banks		39,953	3,940
Bank balances and cash		<u>66,724</u>	<u>34,087</u>
		146,587	79,005
Assets classified as held for sale		<u>—</u>	<u>1,394</u>
		<u>146,587</u>	<u>80,399</u>
Current liabilities			
Trade and other payables	<i>13</i>	31,120	24,878
Interest-bearing borrowings	<i>14</i>	69	65
Lease liabilities	<i>15</i>	10,507	10,977
Tax payable		<u>941</u>	<u>559</u>
		<u>42,637</u>	<u>36,479</u>
Net current assets		<u>103,950</u>	<u>43,920</u>
Total assets less current liabilities		<u>131,235</u>	<u>72,664</u>

		At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Non-current liabilities			
Interest-bearing borrowings	<i>14</i>	1,274	1,306
Lease liabilities	<i>15</i>	7,347	6,783
Provisions		964	972
		<u>9,585</u>	<u>9,061</u>
NET ASSETS		<u>121,650</u>	<u>63,603</u>
Capital and reserves			
Share capital	<i>16</i>	2,747	—*
Reserves		111,840	56,684
		<u>114,587</u>	<u>56,684</u>
Equity attributable to owners of the Company		114,587	56,684
Non-controlling interests		7,063	6,919
		<u>121,650</u>	<u>63,603</u>

* Represents amount less than RM1,000

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2020

	Attributable to owners of the Company						Total	Non-controlling interests	Total equity
	Reserves					Accumulated profits			
	Share capital	Share premium	Capital reserve	Exchange reserve	Other reserve				
RM'000 (Note 16)	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 April 2019 (Audited)	—	—	(8,302)	—	(336)	60,548	51,910	5,132	57,042
Profit and total comprehensive income for the period	—	—	—	—	—	6,168	6,168	1,665	7,833
Transactions with owners:									
<i>Contributions and distributions</i>									
Issue of shares	—*	—	—	—	—	—	—*	—	—*
Dividends (Note 9)	—	—	—	—	—	(7,600)	(7,600)	(560)	(8,160)
Capital contribution made by the Controlling Shareholders	—	—	1,644	—	—	—	1,644	—	1,644
	—*	—	1,644	—	—	(7,600)	(5,956)	(560)	(6,516)
<i>Changes in ownership interests</i>									
Changes in ownership interests in subsidiaries that do not result in a loss of control	—	—	—	—	60	—	60	(79)	(19)
Total transactions with owners	—*	—	1,644	—	60	(7,600)	(5,896)	(639)	(6,535)
At 30 September 2019 (Audited)	—*	—	(6,658)	—	(276)	59,116	52,182	6,158	58,340

Attributable to owners of the Company

	Reserves						Total	Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve	Exchange reserve	Other reserve	Accumulated profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000			
At 1 April 2020 (Audited)	—*	—	(6,658)	(165)	(341)	63,848	56,684	6,919	63,603
Profit for the period	—	—	—	—	—	3,988	3,988	1,578	5,566
Other comprehensive loss									
<i>Item that may be reclassified subsequently to profit or loss:</i>									
Exchange differences on combination/consolidation	—	—	—	(202)	—	—	(202)	—	(202)
Total comprehensive income for the period	—	—	—	(202)	—	3,988	3,786	1,578	5,364
Transactions with owners:									
<i>Contributions and distributions</i>									
Dividends (Note 9)	—	—	—	—	—	(6,715)	(6,715)	(1,432)	(8,147)
Issue of shares pursuant to the Capitalisation Issue (Note 16(c))	2,060	(2,060)	—	—	—	—	—	—	—
Issue of shares pursuant to the global offering (Note 16(d))	687	67,994	—	—	—	—	68,681	—	68,681
Transaction costs attributable to issue of shares (Note 16(d))	—	(7,851)	—	—	—	—	(7,851)	—	(7,851)
	2,747	58,083	—	—	—	(6,715)	54,115	(1,432)	52,683
<i>Changes in ownership interests</i>									
Changes in ownership interests in subsidiaries that do not result in a loss of control	—	—	—	—	2	—	2	(2)	—*
Total transactions with owners	2,747	58,083	—	—	2	(6,715)	54,117	(1,434)	52,683
At 30 September 2020 (Unaudited)	2,747	58,083	(6,658)	(367)	(339)	61,121	114,587	7,063	121,650

* Represents amounts less than RM1,000

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2020

	Six months ended 30 September	
	2020	2019
	RM'000	RM'000
	(Unaudited)	(Audited)
OPERATING ACTIVITIES		
Profit before tax	7,626	11,411
Adjustments for:		
Bank interest income	(90)	(47)
Depreciation of plant and equipment	1,564	1,401
Depreciation of investment properties	21	39
Depreciation of right-of-use assets	6,720	6,407
Finance costs	414	481
Gain on disposal of plant and equipment, net	(40)	(18)
Gain on disposal of assets classified as held for sale	(1,406)	(291)
Loss on termination of leases	—	135
Reversal of impairment loss of trade receivables, net	(122)	—
Write down of inventories	87	—
Write-off of plant and equipment	21	104
Operating cash inflows before movements in working capital	14,795	19,622
Changes in working capital:		
Inventories	1,832	(3,506)
Trade and other receivables	(747)	(889)
Trade and other payables	(328)	9,428
Provisions	(8)	87
Cash generated from operations	15,544	24,742
Income tax paid	(1,677)	(2,925)
Net cash from operating activities	13,867	21,817
INVESTING ACTIVITIES		
Interest received	90	47
Increase in fixed deposits with licensed banks	(36,013)	(1,319)
Purchase of plant and equipment	(1,033)	(2,888)
Proceeds from disposal of assets classified as held for sale	2,800	2,600
Proceeds from disposal of plant and equipment	76	286
Net cash used in investing activities	(34,080)	(1,274)

		Six months ended	
		30 September	
		2020	2019
	<i>Note</i>	RM'000	RM'000
		(Unaudited)	(Audited)
FINANCING ACTIVITIES			
Repayment of interest-bearing borrowings		(28)	(2,065)
Repayment of lease liabilities		(6,157)	(7,074)
Interest paid		(34)	(33)
Advance from the Controlling Shareholders		—	94
Capital contribution made by the Controlling Shareholders		—	1,644
Payment for acquisition of non-controlling interests		—	(19)
Dividends paid	9	(1,432)	(8,160)
Issue of shares		—	—*
Proceeds from issuance of shares pursuant to the global offering	16(d)	68,681	—
Payment of transactions costs attributable to issue of shares	16(d)	(7,851)	—
Net cash from (used in) financing activities		53,179	(15,613)
Net increase in cash and cash equivalents		32,966	4,930
Cash and cash equivalents at the beginning of the reporting period		34,087	34,149
Effect on exchange rate changes		(329)	—
Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash		66,724	39,079

* Represents amounts less than RM1,000

NOTES

1. CORPORATE INFORMATION

MOG Holdings Limited (the “**Company**”, together with its subsidiaries are collectively referred to as the “**Group**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 4 June 2019. The Company’s shares were first listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 15 April 2020 (the “**Listing**”). The ultimate controlling parties of the Group are Dato’ Ng Kwang Hua, Dato’ Ng Chin Kee and Datin Low Lay Choo (collectively referred to as the “**Controlling Shareholders**”), who act in concert and hold equity interests in the Company indirectly through Alliance Vision Limited (wholly owned by Dato’ Ng Kwang Hua), a limited liability company incorporated in the British Virgin Islands (the “**BVI**”), Sky Pleasure Limited (wholly owned by Dato’ Ng Chin Kee), a limited liability company incorporated in the BVI and Delightful Fortune Limited (wholly owned by Datin Low Lay Choo), a limited liability company incorporated in the BVI, respectively. The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Unit B, 13th Floor, Winsan Tower, 98 Thomson Road, Wanchai, Hong Kong and the Group’s headquarters is situated at No. 1–2, 1st & 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah Sg Chua, 43000 Kajang, Selangor, Malaysia.

The Company is an investment holding company and its subsidiaries are principally engaged in sales of optical products and franchise and license management.

The unaudited condensed consolidated financial information are presented in Malaysian Ringgit (“**RM**”) and all amounts have been rounded to the nearest thousand (“**RM’000**”), unless otherwise indicated.

Completion of reorganisation

Pursuant to a group reorganisation (the “**Reorganisation**”) carried out by the Group in preparation for the Listing, the Company become the holding company of the subsidiaries now comprising the Group on 6 March 2020. Details of the Reorganisation are as set out in the paragraph headed “Corporate Reorganisation” of the section headed “History, Reorganisation and Corporate Structure” to the prospectus issued by the Company dated 28 March 2020 (the “**Prospectus**”).

Immediately prior to and after the Reorganisation, the Company and its subsidiaries now comprising the Group are ultimately controlled by the Controlling Shareholders.

The Reorganisation did not result in any change in the management, the ultimate control and the resources employed of the Group’s business, the Group is regarded as a continuity entity and therefore, the Reorganisation is considered to be a restructuring of entities and business combination under common control.

Accordingly, for the purpose of the Interim Financial Statements (as defined below), the unaudited condensed consolidated interim financial statements have been prepared on a combined basis under merger accounting principles, as further explained in the paragraph headed “Basis of consolidation/combinations — Merger accounting for common control combinations” in Note 2 to the 2020 Financial Statements (as defined below), which presents the combined financial position, combined financial performance, combined changes in equity and combined cash flows of the entities now comprising the Group as if the current group structure had always been in existence throughout the reporting period or since the dates when they first came under common control of the Controlling Shareholders, where applicable.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2020 (the “**Interim Financial Statements**”) has been prepared in accordance with International Accounting Standard (“**IAS**”) 34 “*Interim Financial Reporting*” issued by International Accounting Standard Board (the “**IASB**”) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange.

The preparation of the Interim Financial Statements in conformity with IAS 34 requires the management of the Group to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

The Interim Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 31 March 2020, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the International Financial Reporting Standards (“**IFRSs**”) issued by the IASB, which collective term includes all applicable individual IFRSs, IASs and Interpretations issued by the IASB. They shall be read in conjunction with the audited financial statements of the Group for the year ended 31 March 2020 (the “**2020 Financial Statements**”).

The measurement basis used in the preparation of the Interim Financial Statements is historical cost.

In preparing the Interim Financial Statements, significant judgements made by the management of the Group in applying the Group’s accounting policies and the key sources of estimation uncertainty are the same as those that applied in the 2020 Financial Statements.

The Interim Financial Statements have been prepared in accordance with the same accounting policies adopted in the 2020 Financial Statements, except for the accounting policy changes that are expected to be reflected in the 2021 annual financial statements. Details of any changes in accounting policies are set out in note 2(b).

(b) Changes in accounting policies

The Group has applied the Amendment to IFRS 16, COVID-19-Related Rent Concessions issued by the IASB to this Interim Financial Statements for the current accounting period.

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic (“**COVID-19-related rent concessions**”) are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19-related rent concessions granted to the Group during the interim reporting period. Consequently, rent concessions received have been recognised in profit or loss in the period in which the event or condition that triggers those payments occurred. There is no impact on the opening balance of equity at 1 April 2020.

Other than the Amendment to IFRS 16, the Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable and operating segments are as follows:

- (1) Sales of optical products.
- (2) Franchise and license management.

Segment revenue and results

Segment revenue represents revenue derived from sales of optical products and franchise and license management.

Segment results represent the profit before tax reported by each segment without allocation of other income and administrative expenses reported by corporate office, finance costs, listing expenses and income tax expense. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

The segment information provided to the CODM of the Group for the reportable segments for the six months ended 30 September 2020 and 2019 is as follows:

Six months ended 30 September 2020 (Unaudited)

	Sales of optical products <i>RM’000</i>	Franchise and license management <i>RM’000</i>	Total <i>RM’000</i>
Segment revenue	<u>47,269</u>	<u>182</u>	<u>47,451</u>
Segment results	<u>10,578</u>	<u>167</u>	10,745
Unallocated other income			200
Unallocated administrative expenses			(1,496)
Finance costs			(414)
Listing expenses			<u>(1,409)</u>
Profit before tax			7,626
Income tax expense			<u>(2,060)</u>
Profit for the period			<u>5,566</u>

Six months ended 30 September 2019 (Audited)

	Sales of optical products <i>RM'000</i>	Franchise and license management <i>RM'000</i>	Total <i>RM'000</i>
Segment revenue	<u>74,278</u>	<u>210</u>	<u>74,488</u>
Segment results	<u>16,831</u>	<u>192</u>	17,023
Unallocated other income			450
Unallocated administrative expenses			(1,313)
Finance costs			(481)
Listing expenses			<u>(4,268)</u>
Profit before tax			11,411
Income tax expense			<u>(3,578)</u>
Profit for the period			<u>7,833</u>
Segment assets and liabilities			

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 30 September 2020 (Unaudited)

	Sales of optical products <i>RM'000</i>	Franchise and license management <i>RM'000</i>	Unallocated <i>RM'000</i>	Total <i>RM'000</i>
Assets				
Reportable segment assets	<u>170,602</u>	<u>1,490</u>	<u>1,780</u>	<u>173,872</u>
Liabilities				
Reportable segment liabilities	<u>(43,071)</u>	<u>(151)</u>	<u>(9,000)</u>	<u>(52,222)</u>
Other segment information:				
Depreciation of plant and equipment	1,564	—	—	1,564
Depreciation of right-of-use assets	6,720	—	—	6,720
Depreciation of investment properties	—	—	21	21
Gain on disposal of assets held for sales	—	—	(1,406)	(1,406)
Gain on disposal of plant and equipment	(40)	—	—	(40)
Write down of inventories	87	—	—	87
Write-off of plant and equipment	21	—	—	21
Additions to right-of-use assets	5,870	—	—	5,870
Additions to plant and equipment	<u>1,033</u>	<u>—</u>	<u>—</u>	<u>1,033</u>

At 31 March 2020 (Audited)

	Sales of optical products <i>RM'000</i>	Franchise and license management <i>RM'000</i>	Unallocated <i>RM'000</i>	Total <i>RM'000</i>
Assets				
Reportable segment assets	<u>104,602</u>	<u>1,347</u>	<u>3,194</u>	<u>109,143</u>
Liabilities				
Reportable segment liabilities	<u>(43,451)</u>	<u>(159)</u>	<u>(1,930)</u>	<u>(45,540)</u>
Other segment information:				
Depreciation of plant and equipment	2,856	1	—	2,857
Depreciation of right-of-use assets	13,064	—	—	13,064
Depreciation of investment properties	—	—	65	65
Gain on disposal of plant and equipment	(22)	—	—	(22)
Gain on disposal of assets classified as held for sale	—	—	(291)	(291)
Gain on disposal of right-of-use assets	(80)	—	—	(80)
Loss on termination of lease	2	—	—	2
Provision for impairment loss of trade receivables, net	244	—	—	244
Reversal of provisions for restoration costs	(32)	—	—	(32)
Write down of inventories	126	—	—	126
Write-off of plant and equipment	112	—	—	112
Additions to right-of-use assets	14,064	—	—	14,064
Additions to plant and equipment	<u>4,481</u>	<u>—</u>	<u>—</u>	<u>4,481</u>

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include right-of-use assets, plant and equipment, inventories, trade and other receivables, fixed deposits with licensed banks, and bank balances and cash. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and
- segment liabilities include trade and other payables, lease liabilities and provisions. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

Geographical information

All of the Group's revenue, non-current assets were derived from or located in Malaysia, and therefore no geographical information is presented.

Information about major customers

The Group's revenue from any single external customer did not contribute 10% or more of the total revenue of the Group during the six months ended 30 September 2020 and 2019.

4. REVENUE

	Six months ended 30 September	
	2020	2019
	RM'000	RM'000
	(Unaudited)	(Audited)
Revenue from contracts with customers within IFRS 15		
Sales of optical products		
— to retail customers	46,896	73,516
— to franchisees	373	762
Franchise and royalty fees income	<u>182</u>	<u>210</u>
	<u>47,451</u>	<u>74,488</u>
Timing of revenue recognition		
A point in time	47,425	74,470
Over time	<u>26</u>	<u>18</u>
	<u>47,451</u>	<u>74,488</u>
Type of transaction price		
Fixed price	47,295	74,296
Variable price	<u>156</u>	<u>192</u>
	<u>47,451</u>	<u>74,488</u>

The amount of revenue recognised for the six months ended 30 September 2020 that was included in the contract liabilities at the beginning of the reporting period was approximately RM721,000 (2019: RM738,000).

5. OTHER INCOME

	Six months ended 30 September	
	2020	2019
	RM'000	RM'000
	(Unaudited)	(Audited)
Bank interest income	90	47
Book-keeping fee income	15	22
Exchange gain, net	—	55
Gain on disposal of plant and equipment, net	40	18
Gain on disposal of assets classified as held for sale	1,406	291
Government grants (Note)	1,789	—
Income on COVID-19 rent concessions (Note 15)	1,776	—
Rental income from investment properties	165	159
Sponsorship income	32	116
Sundry income	<u>461</u>	<u>236</u>
	<u>5,774</u>	<u>944</u>

Note: In the opinion of the management of the Group, there were no unfulfilled conditions or contingencies relating to these grants.

6. PROFIT BEFORE TAX

This is stated after charging (crediting):

	Six months ended 30 September	
	2020	2019
	RM'000	RM'000
	(Unaudited)	(Audited)
Finance costs		
Interest on bank overdrafts	7	—
Interest on interest-bearing borrowings	27	33
Finance charges on lease liabilities	<u>380</u>	<u>448</u>
	<u>414</u>	<u>481</u>
Staff costs (including directors' emoluments)		
Salaries, discretionary bonus, allowances and other benefits in kind	12,857	15,742
Contributions to defined contribution plans	<u>1,218</u>	<u>1,270</u>
	<u>14,075</u>	<u>17,012</u>
Other items		
Auditors' remuneration	618	340
Cost of inventories	15,765	27,199
Depreciation of investment properties	21	39
Depreciation of plant and equipment	1,564	1,401
Depreciation of right-of-use assets	6,720	6,407
Direct operating expenses arising from investment properties that generated rental income	4	4
Exchange loss (gain), net	104	(55)
Income on COVID-19 rent concessions (Note 15)	(1,776)	—
Loss on termination of leases, net (included in "Selling and distribution costs")	—	135
Other rental and related expenses	1,560	2,797
Reversal of impairment loss of trade receivables, net	(122)	—
Write down of inventories (included in "Administrative expenses")	87	—
Write-off of plant and equipment	<u>21</u>	<u>104</u>

7. INCOME TAX EXPENSE

	Six months ended 30 September	
	2020	2019
	<i>RM'000</i>	<i>RM'000</i>
	(Unaudited)	(Audited)
Current tax		
Malaysia corporate income tax	2,060	3,554
Deferred tax		
Changes in temporary differences	<u>—</u>	<u>24</u>
Total income tax expense for the period	<u>2,060</u>	<u>3,578</u>

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for the six months ended 30 September 2020 and 2019.

The group entities established in the Cayman Islands and the BVI are exempted from corporate income tax therein.

Saved as disclosed below, Malaysia corporate income tax is calculated at 24% of the estimated assessable profits for the six months ended 30 September 2020 and 2019.

For the six months ended 30 September 2019, Malaysia incorporated entities with paid-up capital of RM2.5 million or less enjoy tax rate of 17% on the first RM500,000 of the estimated assessable profits and remaining balance at tax rate of 24%.

8. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following information:

	Six months ended 30 September	
	2020	2019
	<i>RM'000</i>	<i>RM'000</i>
	(Unaudited)	(Audited)
Profit for the period attributable to owners of the Company, used in basic and diluted earnings per share calculation	<u>3,988</u>	<u>6,168</u>
	Number of shares	
	2020	2019
	(Unaudited)	(Audited)
Weighted average number of ordinary shares for basic and diluted earnings per share calculation	<u>489,809,783</u>	<u>375,000,000</u>

The calculation of the weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share has been determined based on the assumption that the issue of shares at incorporation of the Company, the Reorganisation and the Capitalisation Issue (as defined in Note 16) had occurred on 1 April 2019.

Diluted earnings per share are the same as the basic earnings per share as there are no dilutive potential ordinary shares in existence during the six months ended 30 September 2020 and 2019.

9. DIVIDENDS

Six months ended 30 September	
2020	2019
RM'000	RM'000
(Unaudited)	(Audited)

Dividends declared to the then equity owners of the entities now comprising the Group

<u>8,147</u>	<u>8,160</u>
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On 28 September 2020, the board of directors of the Company has resolved the declaration and payment of special dividends of HK\$0.025 per ordinary share of the Company, amounting to HK\$12,500,000 in total. The special dividends will be payable to the Shareholders whose names appear on the Company's register of members at the close of business on 19 October 2020. It is expected that the special dividends will be distributed on or about 27 November 2020. The special dividends, amounting to approximately RM6,715,000 has been recognised as a liability in the Interim Financial Statements as at 30 September 2020.

10. RIGHT-OF-USE ASSETS

	Shoplots	Motor vehicles	Furniture, fixtures and office equipment	Leasehold improvements	Total
	RM'000	RM'000	RM'000	RM'000	RM'000
Reconciliation of carrying amounts — year ended 31 March 2020 (Audited)					
At 1 April 2019	16,222	901	209	157	17,489
Additions	13,401	544	—	119	14,064
Disposals	—	(15)	—	—	(15)
Termination of leases	(404)	—	—	(11)	(415)
Transfer to plant and equipment	—	(350)	(88)	(13)	(451)
Depreciation	(12,548)	(222)	(121)	(173)	(13,064)
At 31 March 2020	<u>16,671</u>	<u>858</u>	<u>—</u>	<u>79</u>	<u>17,608</u>
Reconciliation of carrying amounts — six months ended 30 September 2020 (Unaudited)					
At 1 April 2020	16,671	858	—	79	17,608
Additions	5,870	—	—	—	5,870
Depreciation	(6,617)	(75)	—	(28)	(6,720)
At 30 September 2020	<u>15,924</u>	<u>783</u>	<u>—</u>	<u>51</u>	<u>16,758</u>

	Shoplots	Motor vehicles	Furniture, fixtures and office equipment	Leasehold improvements	Total
	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>
At 31 March 2020					
Cost	33,014	1,021	—	972	35,007
Accumulated depreciation	<u>(16,343)</u>	<u>(163)</u>	<u>—</u>	<u>(893)</u>	<u>(17,399)</u>
	<u>16,671</u>	<u>858</u>	<u>—</u>	<u>79</u>	<u>17,608</u>
At 30 September 2020					
Cost	34,454	1,021	—	964	36,439
Accumulated depreciation	<u>(18,530)</u>	<u>(238)</u>	<u>—</u>	<u>(913)</u>	<u>(19,681)</u>
	<u>15,924</u>	<u>783</u>	<u>—</u>	<u>51</u>	<u>16,758</u>

The Group leases several assets including shoplots, motor vehicles, furniture, fixtures and office equipment and leasehold improvements. The leases in respect of shoplots typically run for an initial period of 1 to 3 years (*31 March 2020: 1 to 3 years*) and the lease term of the remaining right-of-use assets are ranging from 4 to 5 years (*31 March 2020: 4 to 5 years*).

Certain leases in respect of shoplots and motor vehicles which were entered into by the Group are secured by personal guarantees provided by the Controlling Shareholders and minority interests of certain relevant subsidiaries. Such guarantees were released and replaced by a corporate guarantee to be given by the Company before the Listing.

11. PLANT AND EQUIPMENT

	Computers and software	Furniture, fixtures and office equipment	Optical equipment	Motor vehicles	Leasehold improvements	Total
	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>
Reconciliation of carrying amounts — year ended 31 March 2020 (Audited)						
At 1 April 2019	232	4,260	2,879	103	584	8,058
Additions	698	1,630	1,922	—	231	4,481
Transfer from right-of-use assets	—	88	—	350	13	451
Disposals	(15)	(264)	(387)	—	(19)	(685)
Written off	(1)	(59)	(1)	—	(51)	(112)
Depreciation	(164)	(1,483)	(920)	(37)	(253)	(2,857)
At 31 March 2020	<u>750</u>	<u>4,172</u>	<u>3,493</u>	<u>416</u>	<u>505</u>	<u>9,336</u>
Reconciliation of carrying amounts — six months ended 30 September (Unaudited)						
At 1 April 2020	750	4,172	3,493	416	505	9,336
Additions	343	46	644	—	—	1,033
Disposals	(1)	(3)	(32)	—	—	(36)
Written off	(2)	(5)	(14)	—	—	(21)
Depreciation	(230)	(708)	(456)	(49)	(121)	(1,564)
At 30 September 2020	<u>860</u>	<u>3,502</u>	<u>3,635</u>	<u>367</u>	<u>384</u>	<u>8,748</u>
At 31 March 2020						
Cost	1,653	12,072	8,134	966	2,170	24,995
Accumulated depreciation	(903)	(7,900)	(4,641)	(550)	(1,665)	(15,659)
	<u>750</u>	<u>4,172</u>	<u>3,493</u>	<u>416</u>	<u>505</u>	<u>9,336</u>
At 30 September 2020						
Cost	1,718	11,700	8,467	967	2,145	24,997
Accumulated depreciation	(858)	(8,198)	(4,832)	(600)	(1,761)	(16,249)
	<u>860</u>	<u>3,502</u>	<u>3,635</u>	<u>367</u>	<u>384</u>	<u>8,748</u>

12. TRADE AND OTHER RECEIVABLES

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Trade receivables		
From related parties	—	49
From third parties	<u>476</u>	<u>699</u>
	476	748
Less: Loss allowances	<u>(122)</u>	<u>(244)</u>
	<u>354</u>	<u>504</u>
	<i>12(a)</i>	
Other receivables		
Prepayments (<i>Note</i>)	417	2,186
Refundable rental and other related deposits	6,673	6,417
Other receivables	3,285	642
Goods and Services Tax recoverable	—	171
Amounts due from related companies	<u>45</u>	<u>3</u>
	<u>10,420</u>	<u>9,419</u>
	<u>10,774</u>	<u>9,923</u>

Note: The amount included prepaid listing expenses of approximately RM nil at 30 September 2020 (*31 March 2020: RM795,000*).

(a) Trade receivables

The ageing of trade receivables, net of loss allowances, based on invoice date at the end of each reporting period is as follows:

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Within 30 days	166	158
31 to 60 days	141	237
61 to 90 days	45	89
Over 90 days	<u>2</u>	<u>20</u>
	<u>354</u>	<u>504</u>

At the end of each reporting period, the ageing analysis of the trade receivables, net of loss allowances, by due date is as follows:

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Not yet due	<u>166</u>	<u>158</u>
Past due:		
Within 30 days	141	237
31 to 60 days	45	89
61 to 90 days	<u>2</u>	<u>20</u>
	<u>188</u>	<u>346</u>
	<u>354</u>	<u>504</u>

The Group normally grants credit term to third parties up to 30 days from the date of issuance of invoices.

13. TRADE AND OTHER PAYABLES

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Trade payables to third parties	<u>14,022</u>	<u>11,277</u>
Other payables		
Contract liabilities	396	721
Dividend payables (<i>Note 9</i>)	6,715	—
Salaries and allowances payable	1,649	2,241
Accrued charges and other payables (<i>Note</i>)	5,823	8,072
Amounts due to minority interests of subsidiaries	<u>2,515</u>	<u>2,567</u>
	<u>17,098</u>	<u>13,601</u>
	<u>31,120</u>	<u>24,878</u>

Note: The amount included accrued listing expenses of approximately RM nil at 30 September 2020 (*31 March 2020: RM3,806,000*).

The trade payables are interest-free and with normal credit terms ranging from 30 to 120 days.

At the end of each reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Within 30 days	6,794	4,118
31 to 60 days	3,478	5,303
61 to 90 days	1,257	1,377
Over 90 days	<u>2,493</u>	<u>479</u>
	<u>14,022</u>	<u>11,277</u>

14. INTEREST-BEARING BORROWINGS

At the end of each reporting period, details of the interest-bearing borrowings of the Group are as follows:

	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Secured bank borrowings		
— Current portion	69	65
— Non-current portion	<u>1,274</u>	<u>1,306</u>
	<u>1,343</u>	<u>1,371</u>

At 30 September 2020, the secured bank borrowings carried weighted average effective interest rate of approximately 4.88% (31 March 2020: 4.88%) per annum.

The bank overdrafts and interest-bearing borrowings are secured by:

- (i) corporate guarantee provided by the Company (31 March 2020: guarantees provided by Dato' Ng Chin Kee and Dato' Ng Kwang Hua);
- (ii) investment properties with aggregate net carrying amount of approximately RM1,304,000 (31 March 2020: RM1,325,000) at 30 September 2020; and
- (iii) assets classified as held for sale with carrying amount of approximately RM nil (31 March 2020: RM1,394,000) at 30 September 2020.

All the banking facilities are subject to the continuous fulfilment of certain covenants, which are commonly found in lending arrangements with financial institutions. If the subsidiaries were to breach the covenants, the drawn down facilities would become repayable on demand. At 30 September 2020 and 31 March 2020, none of the covenants relating to drawn down facilities had been breached.

In addition, certain of the relevant borrowing entities' loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the relevant borrowing entities have complied with the covenants and met the scheduled repayment obligations. The Group regularly monitors its compliance with these covenants and has made payments according to the schedule of the loans and does not consider it probable that the bank will exercise its discretion to demand repayment so long as the Group continues to meet these requirements.

15. LEASE LIABILITIES

	At 30 September 2020 RM'000 (Unaudited)	At 31 March 2020 RM'000 (Audited)
Analysed for reporting purposes:		
Current liabilities	10,507	10,977
Non-current liabilities	<u>7,347</u>	<u>6,783</u>
	<u><u>17,854</u></u>	<u><u>17,760</u></u>

The leases of certain premises for retail stores in Malaysia call for additional rentals, which will be based on a certain percentage of revenue of the operations being undertaken therein pursuant to the terms and conditions as stipulated in the respective tenancy agreements. As the future revenue of these retail stores could not be accurately determined as at the end of the reporting period, the relevant contingent rental has not been included. Such variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liabilities and therefore are charged to profit or loss (included in "other rental and related expenses") in the accounting period in which they are incurred.

During the six months ended 30 September 2020, the Group received rent concessions during the period of severe social distancing and travel restriction measures introduced to constrain the spread of COVID-19. The amount received was approximately RM1,776,000 which was recognized as other income in Note 5.

As disclosed in Note 2(b), the Group has early adopted the Amendment to IFRS 16, *COVID-19-Related Rent Concessions*, and has applied the practical expedient introduced by the Amendment to all eligible rent concessions received by the Group during the period.

Certain leases impose a restriction that the right-of-use assets can only be used by the Group. For leases over shoplots, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

The total cash outflow for leases (including other rental and related expenses in Note 6) for the six months ended 30 September 2020 was approximately RM7,717,000 (2019: approximately RM9,871,000).

Commitments and present value of lease liabilities:

	Lease payments		Present value of lease payments	
	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)	At 30 September 2020 <i>RM'000</i> (Unaudited)	At 31 March 2020 <i>RM'000</i> (Audited)
Amounts payable:				
Within one year	11,074	11,551	10,507	10,977
More than one year, but not exceeding two years	5,779	5,210	5,631	5,024
More than two years, but not exceeding five years	<u>1,752</u>	<u>1,798</u>	<u>1,716</u>	<u>1,759</u>
	18,605	18,559	17,854	17,760
Future finance charges	<u>(751)</u>	<u>(799)</u>		
Present value of lease liabilities	<u><u>17,854</u></u>	<u><u>17,760</u></u>		
Less: Amounts due for settlement within 12 months			<u>(10,507)</u>	<u>(10,977)</u>
Amounts due for settlement after 12 months			<u><u>7,347</u></u>	<u><u>6,783</u></u>

At 30 September 2020, the weighted average effective interest rate for the lease liabilities of the Group was 4.25% (31 March 2020: 4.79%) per annum.

16. SHARE CAPITAL

	<i>Note</i>	Number of shares	HK\$	Equivalent to RM'000
Ordinary share of HK\$0.01 each				
Authorised:				
At 4 June 2019 (date of incorporation)	<i>16(a)</i>	38,000,000	380,000	213
Increase	<i>16(b)</i>	<u>1,962,000,000</u>	<u>19,620,000</u>	<u>10,981</u>
At 31 March 2020 (Audited) and 30 September 2020 (Unaudited)		<u>2,000,000,000</u>	<u>20,000,000</u>	<u>11,194</u>
Issued and fully paid:				
At 4 June 2019 (date of incorporation)	<i>16(a)</i>	1	0.01	—*
Issuance of shares under the Reorganisation	<i>16(a)</i>	<u>99</u>	<u>0.99</u>	<u>—*</u>
At 31 March 2020 (Audited)		100	1	—*
Capitalisation issue	<i>16(c)</i>	374,999,900	3,749,999	2,060
Issuance of shares pursuant to the global offering	<i>16(d)</i>	<u>125,000,000</u>	<u>1,250,000</u>	<u>687</u>
At 30 September 2020 (Unaudited)		<u>500,000,000</u>	<u>5,000,000</u>	<u>2,747</u>

* Represents amounts less than RM1,000.

- (a) The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 4 June 2019. Upon its incorporation, the authorised share capital of HK\$380,000 was divided into 38,000,000 ordinary shares at HK\$0.01 each and 1 ordinary share of HK\$0.01 was issued to and paid up by Alliance Vision Limited. On the same date, the Company allotted and issued 44 ordinary shares, 45 ordinary shares and 10 ordinary shares of HK\$0.01 each credited as fully paid to Alliance Vision Limited, Sky Pleasure Limited and Delightful Fortune Limited, respectively.
- (b) On 23 March 2020, the authorised share capital of the Company was increased from HK\$380,000 to HK\$20,000,000 by the creation of an additional 1,962,000,000 shares of HK\$0.01 each, ranking *pari passu*.
- (c) Pursuant to the resolutions in writing of the Company's shareholders passed on 23 March 2020, subject to the share premium account of the Company being credited as a result of the issue of the Company's shares under the Listing, the directors of the Company were authorised to allot and issue a total of 374,999,900 shares of HK\$0.01 each to the existing shareholders, credited as fully paid at par by way of capitalisation of the sum of HK\$3,749,999 standing to be credit of the share premium account of the Company (the "Capitalisation Issue") and the shares to be allotted and issued pursuant to this resolution shall carry the same rights as all shares in issue (save for the rights to participate in the Capitalisation Issue). The Capitalisation Issue was fully completed on 15 April 2020.

- (d) On 15 April 2020, the shares of the Company were listed on the Main Board of the Stock Exchange and 125,000,000 shares of HK\$0.01 each were issued at HK\$1 each by way of global offering. The gross proceeds from the global offering amounted to HK\$125,000,000 (equivalent to approximately RM68,681,000). The expenses attributable to issue of shares pursuant to the global offering of approximately RM7,851,000 were recognised in the share premium account of the Company.

17. RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the Interim Financial Statements, during the six months ended 30 September 2020 and 2019, further information of the related party transactions is set out below.

(a) Related party transactions of the Group:

Name of the related party	Nature of transaction	Six months ended	
		30 September	2019
		2020	2019
		RM'000	RM'000
		(Unaudited)	(Audited)
Exclusive Prestige Sdn. Bhd. (note (i))	Book-keeping fee income	—	9
Horizon Dig Sdn. Bhd. (note (ii))	Book-keeping fee income	—	6
Dato' Ng Kwang Hua and Dato' Ng Chin Kee	Rental expenses	15	18

Notes:

- (i) The company is controlled by Datin Low Lay Choo.
- (ii) Dato' Ng Kwang Hua has significant influence over the company.

(b) Remuneration for key management personnel (including directors) of the Group:

	Six months ended 30 September	
	2020	2019
	RM'000	RM'000
	(Unaudited)	(Audited)
Salaries, discretionary bonus, allowances and other benefits in kind	1,013	2,539
Contributions to defined contribution plan	108	267
	<u>1,121</u>	<u>2,806</u>

18. MAJOR NON-CASH TRANSACTIONS

In addition to the information disclosed elsewhere in the Interim Financial Statements, the Group had the following major non-cash transactions:

During the six months ended 30 September 2020, the Group entered into certain lease arrangements in respect of leased assets with capital value at the inception of leases of approximately RM5,870,000 (2019: approximately RM5,134,000).

19. COMMITMENTS

Commitments under operating leases

The Group as lessor

The Group leases out its investment properties under operating leases with average lease terms of three years. The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	Six months ended 30 September	
	2020 RM'000 (Unaudited)	2019 RM'000 (Audited)
Within one year	119	93
Between one and two years	119	—
Between two and five years	23	—
	<u>261</u>	<u>93</u>

20. IMPACTS OF COVID-19 PANDEMIC

The COVID-19 pandemic since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position.

As far as the Group's businesses are concerned, the COVID-19 pandemic has resulted in a significant reduction in turnover and profit from operations for the six months ended 30 September 2020 compared to the same period of last year. On the other hand, as a result of the contingency measures, the Group successfully obtained COVID-19-related rent concessions from certain lessors (*Note 15*).

The Group has been closely monitoring the impact of the developments on the Group's businesses. As the duration of the COVID-19 pandemic remains uncertain, the Group will continue to closely monitor the market conditions and will make appropriate measures in respect of the COVID-19 pandemic's impacts on the financial position and operation of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is one of the largest retailers of optical products in Malaysia in terms of revenue. The Group offers a wide range of optical products which generally include lenses, frames, contact lenses and sunglasses from international brands (being the brands of optical products generally from or which generally carry the trademarks of (i) international luxury fashion and optical brands; and (ii) international high-street fashion and optical brands), the Group's own brands (being the brands of optical products which carry the Group's trademarks and are manufactured by third party manufacturers) and manufacturers' brands (being the brands of optical products which are designed and manufactured by third party manufacturers).

The Group adopts a multi-brand strategy to cater to different demographics within the eyewear retail market. For the six months financial period ended (“**FPE**”) 30 September 2020 (the “**Reporting Period**”), the Group had 10 retail brands covering the high-end, mid-end and mass market segments of the Malaysian eyewear retail market and one retail brand which focuses on the sales of contact lenses.

As at 30 September 2020, the Group's retail network, which comprised 83 self-owned, 10 franchised and two licensed retail stores, were located across Central, Southern, Northern and Eastern Peninsula Malaysia.

We believe that the increasing awareness of eye care has consistently driven the market development of the eyewear retail market in Malaysia. In addition, the increase in the population with visual impairment, particularly the condition of myopia in children and teenagers could be attributed to the increasing use of technological devices, such as smartphones, tablets and computers from a young age, will increase the demand for optical products, particularly prescription glasses and contact lenses to correct their vision.

COVID-19 Pandemic

On 16 March 2020, the Malaysian Government announced a Movement Control Order (“**MCO**”). MCO took effect from 18 March 2020 and extended to 9 June 2020. Certain business sectors were allowed to gradually resume operations, including the optical retail industry. The Group closed all its self-owned retail stores since 18 March 2020. From 5 May 2020, the Group gradually resumed its business operation, and all the self-owned retail stores resumed business by 13 May 2020. Although the Malaysian Government then implemented a recovery MCO from 10 June 2020 to 31 August 2020 with fewer restrictions on daily activities, the COVID-19 pandemic impacts on consumer confidence, and the social distancing measures further decreased pedestrian footfall in shopping complexes, therefore the Group's retail stores throughout peninsular Malaysia have been affected.

Malaysia's border remains closed, including travels to and from Singapore with the exceptions of essential work, business and official travels. This has resulted in the decrease in sales in the Group's retail stores located in Johor Bahru which primarily targets tourists from Singapore. The Management is unsure as to how long it will take to resume cross-border travel between the two countries and how stringent the health checks and quarantine policies on both sides of the border will be.

On 12 October 2020, the Malaysian Government had enforced the Conditional Movement Control Order (the "CMCO") in Selangor, Kuala Lumpur and Putrajaya effective from 14 October 2020 to 27 October 2020 in view of the increasing cases of COVID-19 in these areas. Schools and higher learning institutions are closed temporarily during this period, and inter district travel is not allowed unless a letter is provided by employer for workplace travel. On 26 October 2020, the CMCO had been extended for another 14 days until 9 November 2020 after the Malaysian health authorities found that the risk of COVID-19 infection was not abated despite the CMCO in the previous 14 days. On 7 November 2020, the Malaysian Government announced that all states in Peninsular Malaysia except for Perlis, Pahang and Kelantan will be placed under the CMCO for four weeks from 9 November 2020 to 6 December 2020. On 20 November 2020, the Malaysian Government announced that the CMCO in four states, namely Kedah, Melaka, Johor and Terengganu will be lifted effective 21 November 2020, following a reduction in the number of COVID-19 cases. However, Kelantan has become the latest state to be placed under the CMCO, effective from 21 November 2020 until 6 December 2020, following an increase in the number of COVID-19 positive cases. Although all of the Group's retail stores are allowed to operate as usual, most of which are located in the states where the CMCO are implemented. The various restrictions of the CMCO are shorter operating hours for businesses, closure of entertainment and recreational outlets and restricted inter district travel. Although the duration of the COVID-19 pandemic remains uncertain, the Group will continue to closely monitor the market conditions and will make timely adjustments in its business strategies when necessary.

Despite the decrease in the Group's revenue and net profit for the Reporting Period, the Board is of the view that the overall operation and financial position of the Group remains healthy and sound.

Outlook and Future Prospects

Malaysia's gross domestic product (the "GDP") is expected to grow between 6.5% and 7.5% in 2021, after a 4.5% contraction in 2020 owing to the COVID-19 pandemic. The strong rebound in GDP growth will be driven by the anticipated improvement in global growth and international trade. In addition, the impact of the stimulus packages implemented by the government is expected to have spill over effects and provide an additional boost to the economy in 2021, according to the Malaysia Ministry of Finance's Economic Outlook 2021 report. However, the report pointed out that the upbeat outlook hinges on two major factors — the successful containment of the pandemic and sustained recovery in external demand.

As for the year ending 31 March 2021, the Management is unable to reliably estimate the financial impact of COVID-19 as the pandemic has yet to run its full course. Overall, the Board remains positive given the Group's sufficient working capital, extensive retail network, established reputation and diversified portfolio of optical products.

The Management will continue to monitor and implement its business strategies when the economic situation improves. The following are the business strategies disclosed in the section headed “Business — Business Strategies” on pages 104 to 111 of the Prospectus:

- Continue to expand the Group’s retail network;
- Upgrade and renovate the self-owned retail stores;
- Continue to promote recognition of the Group’s 11 retail brands and to further develop and market the Group’s own brands optical products;
- Enhance the Group’s production capabilities with regards to customized lenses; and
- Upgrade the Group’s information technology systems and enhance its operational efficiency.

In addition, please refer to the “Use of Proceeds” section of this report for progress of the utilisation of the proceeds.

Financial Review

Revenue

The Group’s revenue decreased by approximately RM27.0 million or 36.3% from approximately RM74.5 million for FPE 30 September 2019 to approximately RM47.5 million for FPE 30 September 2020. The decrease was mainly driven by the Group’s Retailing Business (being the sales of optical products through the self-owned retail stores and online sales platform of the Group to retail customers) which decreased from approximately RM73.5 million for FPE 30 September 2019 to approximately RM46.9 million for FPE 30 September 2020, representing a decrease of approximately 36.2%. Such decrease in the Group’s Retailing Business was primarily due to the decrease in the sales volume of various categories of the Group’s optical products resulting from the impact of the COVID-19 pandemic. All of the Group’s retail stores were closed from 18 March 2020 to 4 May 2020 during the implementation of MCO.

Other income

The Group’s other income increased by approximately RM4.8 million or 511.7% from approximately RM0.9 million for FPE 30 September 2019 to approximately RM5.8 million for FPE 30 September 2020. Such increase was mainly contributed by the combined effects of the (i) rental rebate received from shopping malls; (ii) wage subsidy programme received from the Human Resource Ministry; and (iii) gain on disposal of investment property.

Gross profit and gross profit margin

The Group’s gross profit decreased by approximately RM15.6 million or 33.0% from approximately RM47.3 million for FPE 30 September 2019 to approximately RM31.7 million for FPE 30 September 2020. Such decrease was mainly contributed by the decrease in the Group’s revenue. The Group’s gross

profit margin increased from approximately 63.5% for FPE 30 September 2019 to approximately 66.8% for FPE 30 September 2020, primarily due to the higher proportion of sales contribution from lenses which has higher gross profit margin.

Selling and distribution costs

The Group's selling and distribution costs decreased by approximately RM4.4 million or 15.9% from approximately RM27.4 million for FPE 30 September 2019 to approximately RM23.0 million for FPE 30 September 2020, primarily attributable to the decrease in (i) staff costs of approximately RM3.1 million resulting from the decrease in sales commission, allowances to the sales and marketing staff; and (ii) other rental and related expenses for retail stores of approximately RM1.2 million.

Administrative expenses

The Group's administrative expenses increased by approximately RM0.4 million or 8.9% from approximately RM4.7 million for FPE 30 September 2019 to approximately RM5.1 million for FPE 30 September 2020, primarily due to the increase in (i) staff costs of approximately RM0.1 million; and (ii) legal and professional fees of approximately RM0.1 million.

Finance costs

The Group's finance costs decreased by approximately RM0.1 million or 13.9% from approximately RM0.5 million for FPE 30 September 2019 to approximately RM0.4 million for FPE 30 September 2020, primarily due to decrease in finance charges on lease liabilities as a result of lower interest rate for the lease liabilities.

Listing expenses

The listing expenses amounted to approximately RM1.4 million for FPE 30 September 2020 compared to approximately RM4.3 million for FPE 30 September 2019.

Income tax expense

The Group's income tax expense decreased by approximately RM1.5 million or 42.4% from approximately RM3.6 million for FPE 30 September 2019 to approximately RM2.1 million for FPE 30 September 2020. The effective tax rate for FPE 30 September 2020 was approximately 27.0% which was lower than the effective tax rate of approximately 31.4% for FPE 30 September 2019. Such decrease was mainly due to the higher listing expenses incurred during FPE 30 September 2019, which were not tax deductible.

Net profit and net profit margin

As a result of the foregoing, the Group's net profit decreased by approximately RM2.2 million or 28.9% from approximately RM7.8 million for FPE 30 September 2019 to approximately RM5.6 million for FPE 30 September 2020. The Group's net profit margin increased from approximately 10.5% for

FPE 30 September 2019 to approximately 11.7% for FPE 30 September 2020. Such increase was mainly attributable to the one-off listing expenses incurred during FPE 30 September 2019 amounting to approximately RM4.3 million.

Liquidity, Financial Resources and Capital Structure

Financial resources

The Group generally finances its operations with internally generated funds and banking facilities. As at 30 September 2020, the Group's bank balances and cash (excluding fixed deposits with licensed banks) amounted to approximately RM66.7 million (*31 March 2020: approximately RM34.1 million*). As at 30 September 2020, approximately 69.4% (*31 March 2020: 91.5%*) was denominated in RM, approximately 3.2% (*31 March 2020: approximately 6.5%*) was denominated in United States dollar ("USD") and approximately 27.4% (*31 March 2020: approximately 2%*) was denominated in Hong Kong dollar ("HKD").

For FPE 30 September 2020, the Group generated net cash inflow from operating activities of approximately RM13.9 million (*31 March 2020: approximately RM27.9 million*). The Group was able to fulfill its repayment obligations when they became due.

Banking facilities and lease facilities

As at 30 September 2020, the Group had interest bearing borrowings of approximately RM1.3 million (*31 March 2020: approximately RM1.4 million*). The Group's interest bearing borrowings carried weighted average effective interest rates of approximately 4.88% (*31 March 2020: approximately 4.88%*) per annum. The carrying amounts of the bank borrowings were denominated in RM.

The Group's lease liabilities primarily represented payment obligations under the tenancy agreements the Group had entered into in respect of its self-owned retail stores, and certain leased furniture, fixtures and equipment, leasehold improvements and motor vehicles under hire purchase. The total lease liabilities as at 30 September 2020 was approximately RM17.9 million (*31 March 2020: approximately RM17.8 million*), all denominated in RM. The weighted average effective interest rate for the lease liabilities of the Group was 4.25% (*31 March 2020: 4.79%*) per annum as at 30 September 2020.

Current ratio

The Group's current ratio increased from approximately 2.20 times as at 31 March 2020 to approximately 3.44 times as at 30 September 2020, mainly due to the increase in fixed deposits with licensed banks and bank balance and cash, as a result from the proceeds received from the Listing.

Pledge of assets

As at 30 September 2020, the Group's bank borrowings, all denominated in RM, were secured by:

- (i) corporate guarantee provided by the Company (*31 March 2020: guarantees provided by Dato' Ng Chin Kee and Dato' Ng Kwang Hua*);
- (ii) investment properties with aggregate net carrying amount of approximately RM1.3 million (*31 March 2020: approximately RM1.3 million*) at 30 September 2020; and
- (iii) assets classified as held for sale with carrying amount of approximately RM nil (*31 March 2020: approximately RM1.4 million*).

As at 30 September 2020, fixed deposits with licensed banks of RM1.3 million (*31 March 2020: Nil*) are pledged as securities for a banking facility granted to the Group. None of such facility was utilised by the Group as at 30 September 2020.

Capital structure

As at 30 September 2020, the Group's total equity and liabilities amounted to approximately RM121.6 million and RM52.2 million respectively (*31 March 2020: approximately RM63.6 million and RM45.5 million respectively*).

Gearing ratio

The Group's gearing ratio decreased from approximately 0.30 times as at 31 March 2020 to approximately 0.16 times as at 30 September 2020, primarily due to the continued increase in total equity as a result of accumulation of profit during FPE 30 September 2020 and the increase in share capital and share premium pursuant to the Listing.

Capital commitments

The Group did not have any material commitments as at 30 September 2020 (*31 March 2020: Nil*).

Contingent liabilities

As at 30 September 2020, the Group did not have any significant contingent liabilities (*31 March 2020: Nil*).

Employees and remuneration policies

The Group's business is highly service-oriented; therefore, it is crucial for the Group to attract, motivate and retain qualified employees. The Group's staff costs have been and will continue to be one of the major components affecting its results of operations. For FPE 30 September 2020, the Group incurred staff costs of approximately RM14.1 million (*30 September 2019: approximately RM17.0*

million). The decrease in staff costs was mainly due to the lower number of employees employed and lower sales commission, allowances to the sales and marketing staff. As at 30 September 2020, the Group's total number of staff was 528 (*30 September 2019: 544*).

Foreign currency exposure

Save for certain bank balances were denominated in HKD and USD, the Group has minimal exposure to foreign currency risk because most of the business transactions, assets and liabilities are principally denominated in the functional currency of the Group, RM. The Group currently does not have a hedging policy in respect of foreign currency transactions, assets and liabilities. The Management monitors the foreign currency exposure from time to time and will consider hedging significant foreign currency exposure should the need arise.

Significant investment held

As at 30 September 2020, the Group did not hold any significant investments (*31 March 2020: Nil*).

Material acquisitions or disposals

Save for the reorganisation of the Group in preparation for the Listing, the Group did not have any material acquisition or disposals of subsidiaries or associated companies for FPE 30 September 2020.

Dividends

On 28 September 2020, the Board has announced that it has resolved the declaration and payment of a special dividend of HK\$0.025 per ordinary share of the Company, amounting to HK\$12,500,000 in total (the "**Special Dividend**"). The Special Dividend will be payable to the Shareholders whose names appear on the Company's register of members at the close of business on Monday, 19 October 2020 and is expected that the Special Dividend will be distributed on or about Friday, 27 November 2020.

Except for the Special Dividend, the Board did not recommend the payment for interim dividend for the six months ended 30 September 2020.

Use of Proceeds

The shares of the Company were listed on the Main Board of the Stock Exchange on 15 April 2020 with a total of 500,000,000 offer shares issued based on the final offer price of HKD1.00 per offer share, the aggregate net proceeds, after deducting the related underwriting fee, incentive and estimated expenses paid and payable by the Company in relation to the Listing, received by the Company were approximately HKD91.1 million or RM50.3 million (based on exchange rate of RM0.5517:HKD1). There was no change in the intended use of net proceeds as previously disclosed in the Prospectus. As at 30 September 2020, the net proceeds had been utilised as follows:

	Net proceeds from the global offering <i>RM million</i>	Amount Utilised (up to 30 September 2020) <i>RM million</i>	Amount Unutilised (up to 30 September 2020) <i>RM million</i>	Amount to be applied in the 6 months period ending 30 September 2020 disclosed in the Prospectus <i>RM million</i>	Expected time frame for utilisation (<i>Note 3</i>)
Set up 36 self-owned retail stores (<i>Note 1</i>)	28.1	—	28.1	4.2	by 31 March 2022
Upgrade and renovate 25 self-owned retail stores	5.1	—	5.1	—	by 31 March 2022
Promote recognition of the Group's 11 retail brands and to further market the Group's Own Brands optical products	4.7	(0.3)	4.4	1.2	by 31 March 2022
Develop optical lab for the production of lenses (<i>Note 2</i>)	5.5	—	5.5	2.9	by 31 March 2021
Upgrade the Group's information technology systems and acquire an RMS and upgrade its POS systems	4.3	(1.4)	2.9	2.1	by 31 March 2022
General working capital	2.6	(2.6)	—	2.6	by 30 September 2020
Total	50.3	(4.3)	46.0	13.0	

Notes:

- The Group intends to set up 12 self-owned retail stores in the 12 months period ending 31 March 2021 by utilising approximately RM9.2 million. However, in view of the uncertainty heightened by the COVID-19 pandemic, there may be a potential delay in this regard, and the Management is unable to reliably estimate the time frame for the opening of these retail stores at this point in time.

- 2 The Group intends to develop the optical lab for the production of lenses in the 12 months period ending 31 March 2021 by utilising approximately RM5.5 million. However, in view of the uncertainty heightened by the COVID-19 pandemic, there may be a potential delay in this regard, and the Management is unable to reliably estimate the time frame for the commencement of the development of the optical lab at this point in time.
- 3 The expected time frame for utilisation is determined based on the Group's estimate of future market conditions at this point in time, but the Management is unable to provide a reliable estimation, and is subject to change depending on the market conditions and market developments.

As disclosed above, the actual application of the net proceeds was slower than expected and such delay was mainly due to the impact of the COVID-19 pandemic, which has caused obstacles, closures and movement restrictions to the retail industry to a very large extent. The Group strives to minimise the impact on its operation caused thereby and will adopt a prudent approach for utilising the net proceeds effectively and efficiently for the long term benefit and development of the Group.

Please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus for details.

CORPORATE GOVERNANCE

Compliance with the Code on Corporate Governance Practices

The Company has, throughout the period from the Listing Date to 30 September 2020, applied and complied with the principles in the code of corporate governance practices (the "CG Code") set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. On specific enquiry made, all the directors of the Company have confirmed that they have fully complied with the required standards set out in the Model Code throughout the period from the Listing Date to 30 September 2020.

Audit Committee

The terms of reference of the audit committee of the Company (the "Audit Committee") are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include but are not limited to, make recommendation to the Board on the appointment, re-appointment and removal of the external auditor; and to assist the Board in fulfilling its oversight responsibilities in relation to the Group's financial reporting, internal control procedure, risk management processes and external audit functions, and corporate governance responsibilities. The full version of the terms of reference of the Audit Committee is available on the Stock Exchange's website at "www.hkexnews.hk" and the Company's website at "www.mog.com.my".

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms. Jiao Jie. The chairman of the Audit Committee is Mr. Ng Chee Hoong, who holds the appropriate professional accounting qualification and financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The Audit Committee, together with the management of the Group, have reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 September 2020.

Events after the Reporting Period

Save as disclosed above, there were no significant events after the Reporting Period up to the date of this announcement.

Purchase, Sale or Redemption of Shares

There was no purchase, sale or redemption of shares of the Company by the Company or any of its subsidiaries during the period ended 30 September 2020.

Publication of Interim Results

This announcement is published on the website of the Stock Exchange at www.hkexnews.hk as well as the Company's website at www.mog.com.my. The Company's 2020 interim report will be despatched to shareholders and published on the aforementioned websites in due course.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my sincere gratitude to all our staff for their dedication and contribution to the Group. In addition, I would like to thank all our shareholders and investors for their patronage.

By order of the Board
MOG Holdings Limited
Dato' Ng Kwang Hua
Chairman and Executive Director

Hong Kong, 27 November 2020

As at the date of this announcement, the Company has three executive Directors, namely Dato' Ng Kwang Hua (Chairman), Datin Low Lay Choo and Dato' Ng Chin Kee, and three independent non-executive Directors, namely Mr. Ng Kuan Hua, Mr. Ng Chee Hoong, and Ms. Jiao Jie.