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OOH Holdings Limited
奧傳思維控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8091)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2024

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

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

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

This announcement, for which the directors (the “Directors”) of OOH 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

HIGHLIGHTS

- Total revenue increased by approximately 16.4% from approximately HK\$43.9 million for the year ended 31 March 2023 (“**FY2023**”) to approximately HK\$51.1 million for the year ended 31 March 2024 (“**FY2024**”). The increase was mainly attributable to the increase in revenue from Transportation Business from approximately HK\$43.5 million for FY2023 to approximately HK\$50.7 million for FY2024.
- Gross profit increased by approximately 29.2% from approximately HK\$15.4 million for FY2023 to approximately HK\$19.9 million for FY2024, and gross profit margin increased from 35.1% for FY2023 to 39.0% for FY2024.
- Loss attributable to owners of the Company amounted to approximately HK\$10.5 million for FY2024 compared to approximately HK\$9.5 million for FY2023.

ANNUAL RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the audited consolidated annual results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2024 together with the comparative figures for the year ended 31 March 2023, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 March 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue	4, 5	51,079	43,898
Cost of sales		(31,146)	(28,481)
Gross profit		19,933	15,417
Other income and gains, net		1,224	1,793
Change in fair value of financial assets at fair value through profit or loss (“ FVTPL ”)		(1,248)	(37)
Selling expenses		(7,695)	(7,085)
Administrative expenses		(15,472)	(14,936)
Other operating expenses		(5,590)	(2,866)
Finance costs	6	(1,592)	(1,663)
Loss before income tax expense	7	(10,440)	(9,377)
Income tax expense	8	(68)	(85)
Loss and total comprehensive loss for the year		(10,508)	(9,462)
Loss and total comprehensive loss for the year attributable to owners of the Company		(10,508)	(9,462)
		<i>HK cents</i>	<i>HK cents</i>
Loss per share			
Basic and diluted	10	(1.46)	(1.31)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		1,592	1,599
Right-of-use assets	<i>11</i>	22,830	42,489
Intangible assets	<i>12</i>	2,320	2,320
		<u>26,742</u>	<u>46,408</u>
Current assets			
Inventories		3,289	3,371
Financial assets at FVTPL	<i>13</i>	250	1,472
Trade receivables	<i>14</i>	2,184	3,977
Deposits, prepayments and other receivables	<i>15</i>	2,053	1,963
Tax recoverable		23	3
Cash and bank balances		31,620	32,928
		<u>39,419</u>	<u>43,714</u>
Asset classified as held for sale		<u>–</u>	<u>506</u>
		<u>39,419</u>	<u>44,220</u>
Current liabilities			
Trade payables	<i>16</i>	943	528
Accruals and other payables	<i>17</i>	1,925	1,712
Contract liabilities	<i>18</i>	6,586	6,550
Lease liabilities	<i>11</i>	13,848	13,581
		<u>23,302</u>	<u>22,371</u>
Net current assets		<u>16,117</u>	<u>21,849</u>
Total assets less current liabilities		<u>42,859</u>	<u>68,257</u>
Non-current liabilities			
Lease liabilities	<i>11</i>	12,785	27,675
Net assets		<u>30,074</u>	<u>40,582</u>
CAPITAL AND RESERVES			
Share capital	<i>19</i>	7,200	7,200
Reserves		22,874	33,382
Total equity		<u>30,074</u>	<u>40,582</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2024

1. GENERAL INFORMATION

OOH Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 28 June 2016 as an exempted company with limited liability and its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 5 January 2017 (“**Listing Date**”). The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Suite A5, 9/F, Jumbo Industrial Building, 189 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The principal activity of the Company (together with its subsidiaries as the “**Group**”) is investment holding. The Group is principally engaged in the provision of advertising display services. The principal activities of the subsidiaries are set out in the annual report to be published in July 2024.

As at 31 March 2024, the directors of the Company (the “**Directors**”) consider Goldcore Global Investments Limited, a company incorporated in the British Virgin Islands (“**BVI**”) with limited liability as the immediate and ultimate holding company.

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

(a) Adoption of new or amended HKFRSs

In the current year, the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) has issued a number of new or amended HKFRSs. The adoption of the following new or amended HKFRSs that are relevant to the Group does not have any significant impact on the consolidated financial statements:

Amendments to HKAS 1	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to HKAS 1: Disclosure of Accounting Policies

The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies.

Amendments to HKAS 8: Definition of Accounting Estimates

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates.

Amendments to HKAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of HKAS 12 so that it no longer applies to transactions that, on recognition, give rise to equal taxable and deductible temporary differences.

(b) New or amended HKFRSs that have been issued but are not yet effective

At the date of authorisation of the consolidated financial statements for the year ended 31 March 2024, the HKICPA has issued the following new or amended HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HK Interpretation 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ The effective date to be determined

The Directors are in the process of making an assessment of the possible impact on the future adoption of the new or amended HKFRSs. So far, the Directors are of the opinion that the adoption of the new or amended HKFRSs in future periods will not have any material impact on the consolidated financial statements.

3. BASIS OF PREPARATION

3.1 Statement of compliance

The consolidated financial statements for the year ended 31 March 2024 have been prepared in accordance with HKFRSs, which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Companies Ordinance. In addition, the consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

3.2 Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss which are measured at fair values as explained in the accounting policies set out in the annual report to be published in July 2024.

All amounts have been rounded to the nearest thousand except when otherwise indicated.

3.3 Foreign currency translation

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), which is the same as the functional currency of the Company.

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “**functional currency**”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

4. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive Directors in order to allocate resources and assess performance of the segment.

The executive Directors consider the advertising display business from the perspective of advertising platforms available, and determine that the Group has the following reportable operating segments:

- Provision of advertising display services over the transportation media platforms (“**Transportation Business**”);
- Provision of advertising display services over the healthcare media platforms (“**Healthcare Business**”); and
- Prior to 1 April 2023, the Group also operated the business of sales of Mizimamei branded food and beverage products and franchise of Mizimamei brand in Hong Kong (“**Food and Beverage Business**”), which the license right was novated to a third party pursuant to the novation agreement dated 1 April 2023. The Group ceased the Food and Beverage Business since then.

Segment revenue and results

Segment revenue below represents revenue from external customers. There was no inter-segment revenue during the year. The chief operating decision makers assess the performance of the operating segments mainly based on revenue and gross profit of each operating segment. Corporate and other unallocated expenses include selling expenses, administrative expenses and other expenses which are common costs incurred for the operating segments as a whole and therefore are not included in the measurement of the segments' performance that is used by the chief operating decision makers as a basis for the allocation of resources and assessment of segment performance. Other income and gains, net, finance costs and income tax expense are also not allocated to individual operating segment.

There were no segment assets and liabilities information provided to the chief operating decision makers.

The segment revenue and results, and the totals presented for the Group's operating segments reconciled to the Group's key financial figures as presented in the consolidated financial statements are as follows:

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
Year ended 31 March 2024				
Revenue				
— From external customers	50,658	421	–	51,079
Cost of sales	<u>(31,077)</u>	<u>(69)</u>	<u>–</u>	<u>(31,146)</u>
Gross profit	19,581	352	–	19,933
Impairment loss on right-of-use assets	<u>(5,590)</u>	<u>–</u>	<u>–</u>	<u>(5,590)</u>
Segment profit	<u>13,991</u>	<u>352</u>	<u>–</u>	<u>14,343</u>
Unallocated other income and gains, net				1,224
Corporate and other unallocated expenses				(24,415)
Finance costs				<u>(1,592)</u>
Loss before income tax expense				<u>(10,440)</u>

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
Year ended 31 March 2023				
Revenue				
— From external customers	43,492	298	108	43,898
Cost of sales	<u>(28,329)</u>	<u>(59)</u>	<u>(93)</u>	<u>(28,481)</u>
Gross profit	15,163	239	15	15,417
Impairment loss on right-of-use assets	<u>(2,560)</u>	<u>—</u>	<u>—</u>	<u>(2,560)</u>
Segment profit	<u>12,603</u>	<u>239</u>	<u>15</u>	12,857
Unallocated other income and gains, net				1,793
Corporate and other unallocated expenses				(22,364)
Finance costs				<u>(1,663)</u>
Loss before income tax expense				<u>(9,377)</u>

Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical markets, major platforms and service lines and timing of revenue recognition.

	Transportation Business HK\$'000	Healthcare Business HK\$'000	Food and Beverage Business HK\$'000	Total HK\$'000
Year ended 31 March 2024				
Primary geographical markets				
Hong Kong (place of domicile)	<u>50,658</u>	<u>421</u>	<u>—</u>	<u>51,079</u>
Major services lines				
Advertising display services				
— Bus	46,923	—	—	46,923
— Taxi	1,387	—	—	1,387
— Others	2,348	—	—	2,348
— Hospitals and clinics	<u>—</u>	<u>421</u>	<u>—</u>	<u>421</u>
	50,658	421	—	51,079
Food and beverage franchise	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<u>50,658</u>	<u>421</u>	<u>—</u>	<u>51,079</u>
Timing of revenue recognition				
Transferred over time	<u>50,658</u>	<u>421</u>	<u>—</u>	<u>51,079</u>

	Transportation Business <i>HK\$'000</i>	Healthcare Business <i>HK\$'000</i>	Food and Beverage Business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Year ended 31 March 2023				
Primary geographical markets				
Hong Kong (place of domicile)	43,492	298	108	43,898
Major services lines				
Advertising display services				
— Bus	41,228	—	—	41,228
— Taxi	1,083	—	—	1,083
— Others	1,181	—	—	1,181
— Hospitals and clinics	—	298	—	298
	43,492	298	—	43,790
Food and beverage franchise	—	—	108	108
	43,492	298	108	43,898
Timing of revenue recognition				
Transferred over time	43,492	298	—	43,790
At a point in time	—	—	108	108
	43,492	298	108	43,898

Geographical information

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regards Hong Kong as its place of domicile.

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than financial instruments ("Specified non-current assets").

	Revenue from external customers		Specified non-current assets	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Hong Kong (place of domicile)	51,079	43,898	26,742	46,408

Information about major customers

No single customer contributed to 10% or more of the Group's revenue during the years ended 31 March 2024 and 31 March 2023.

5. REVENUE

Revenue is derived from provision of advertising display services and franchise of license right during the year. Further details are disclosed in note 4.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Provision of advertising display services		
— At fixed price	49,298	40,792
— At variable price	1,781	2,998
Franchise income	—	108
	51,079	43,898

The amount of revenue recognised for the year ended 31 March 2024 that was included in the contract liabilities at the beginning of the year is approximately HK\$6,324,000 (2023: approximately HK\$5,567,000).

The following table provides information about trade receivables and contract liabilities from contracts with customers.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables (<i>Note 14</i>)	2,184	3,977
Contract liabilities (<i>Note 18</i>)	6,586	6,550

The contract liabilities mainly relate to the advance payments received from customers.

As at 31 March 2024, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts was approximately HK\$16,501,000 (2023: approximately HK\$15,601,000), of which approximately HK\$16,176,000 (2023: approximately HK\$15,313,000) and approximately HK\$325,000 (2023: approximately HK\$288,000) are expected to be recognised as revenue within 12 months and 13–24 months respectively. These amounts represent revenue expected to be recognised in the future from partially-completed advertising display service contracts and include the contract liabilities as disclosed in note 18.

6. FINANCE COSTS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Interest on lease liabilities	1,592	1,663

7. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense is arrived at after charging the following:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Amortisation of intangible assets	–	94
Auditor's remuneration	570	550
Depreciation of property, plant and equipment	892	1,031
Depreciation of right-of-use assets		
— Advertising spaces (included in cost of sales)	19,444	19,080
— Rental premises	190	190
— Office equipment	20	19
Employee costs (including directors' emoluments)		
— Salaries and other benefits in kind	15,911	15,017
— Retirement scheme contributions	327	319
Impairment loss on right-of-use assets (included in other operating expenses)	5,590	2,560
Impairment loss on intangible assets (included in other operating expenses)	–	306
Short-term lease expenses		
— Advertising spaces (included in cost of sales)	6,205	5,526
— Rental premises	550	431

8. INCOME TAX EXPENSE

The amount of taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Current tax — Hong Kong Profits Tax		
— Tax for the year	68	85

The Group companies incorporated in the Cayman Islands and BVI are tax-exempted as no business is carried out in the Cayman Islands and BVI under the laws of the Cayman Islands and BVI respectively.

Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of estimated assessable profits and at 16.5% for the portion of the estimated assessable profits above HK\$2 million for the years ended 31 March 2024 and 31 March 2023. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates continue to be taxed at a flat rate of 16.5%.

Income tax expense for the year can be reconciled to the loss before income tax expense in the consolidated statement of profit or loss and other comprehensive income as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss before income tax expense	<u>(10,440)</u>	<u>(9,377)</u>
Tax calculated at the domestic tax rate of 16.5% (2023: 16.5%)	(1,723)	(1,547)
Tax effect on adoption of two-tiered profits tax rates	(75)	(95)
Tax effect of non-deductible items	512	346
Tax effect of non-taxable items	(192)	(137)
Tax effect of temporary differences not recognised	625	526
Utilisation of unrecognised tax losses	–	(15)
Tax effect of tax losses not recognised	933	1,020
Others	<u>(12)</u>	<u>(13)</u>
Income tax expense	<u>68</u>	<u>85</u>

At the end of the reporting period, the Group had tax losses arising in Hong Kong of approximately HK\$17,354,000 (2023: approximately HK\$11,697,000) and deductible temporary differences of approximately HK\$5,931,000 (2023: HK\$2,560,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses/temporary differences arose. Deferred tax assets have not been recognised due to the unpredictability of future profit streams. The tax losses/deductible temporary differences have no expiry date.

9. DIVIDEND

The Board of Directors does not recommend the payment of a final dividend for the years ended 31 March 2024 and 31 March 2023.

10. LOSS PER SHARE

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

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss		
Loss for the purposes of basic and diluted loss per share	<u>(10,508)</u>	<u>(9,462)</u>
	<i>'000</i>	<i>'000</i>
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	<u>720,000</u>	<u>720,000</u>

The weighted average of 720,000,000 ordinary shares for the years ended 31 March 2024 and 31 March 2023 were the same as there were no changes in the number of ordinary shares of the Company in issue throughout the years.

Diluted loss per share were the same as the basic loss per share as the Group had no potential dilutive ordinary shares in issue during the years ended 31 March 2024 and 31 March 2023.

11. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

The Group leases office equipment, advertising spaces and rental premises in Hong Kong. The leases comprise only fixed payments over the lease term.

Restrictions or covenants

The Group is required to keep those advertising spaces and rental premises in a good state of repair and return them in their original condition at the end of the lease.

Extension and termination options

Certain lease contracts have granted lessee extension or termination options to the Group which are only exercisable by the Group but not by the respective lessor. These options aim to provide flexibility to the Group in managing the leased assets. The extension option in the leases of the advertising spaces is normally exercised because these advertising spaces are exclusive. The Group seldom exercises options that were not included in the lease liabilities. During the year ended 31 March 2024, about 15% (2023: 21%) of lease contracts contain an extension option. The undiscounted potential future lease payments not included in lease liabilities amounted to approximately HK\$2,158,000 (2023: approximately HK\$5,800,000).

Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Leased for own use, carried at depreciated cost:		
Advertising spaces	22,324	42,343
Rental premises	443	63
Office equipment	63	83
	<u>22,830</u>	<u>42,489</u>

Movements of right-of-use assets during the year are as follows:

	Advertising spaces <i>HK\$'000</i>	Rental premises <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2022	30,680	253	–	30,933
Additions	33,303	–	102	33,405
Depreciation	(19,080)	(190)	(19)	(19,289)
Impairment losses	(2,560)	–	–	(2,560)
	<u>42,343</u>	<u>63</u>	<u>83</u>	<u>42,489</u>
At 31 March and 1 April 2023	42,343	63	83	42,489
Additions	5,015	570	–	5,585
Depreciation	(19,444)	(190)	(20)	(19,654)
Impairment losses	(5,590)	–	–	(5,590)
	<u>22,324</u>	<u>443</u>	<u>63</u>	<u>22,830</u>
At 31 March 2024	<u>22,324</u>	<u>443</u>	<u>63</u>	<u>22,830</u>

During the year ended 31 March 2024, impairment losses of approximately HK\$5,590,000 (2023: approximately HK\$2,560,000) had been recognised on the right-of-use assets after an impairment assessment performed by management. The recoverable amount of the right-of-use assets is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The general growth rate on revenue is estimated to be 2% (2023: 2%). The cash flows are discounted using a pre-tax discount rate of 12.3% (2023: 8.3%).

The estimated recoverable amount of approximately HK\$22,830,000 (2023: approximately HK\$42,489,000) fell short of the carrying amount by approximately HK\$5,590,000 (2023: approximately HK\$2,560,000) and accordingly, impairment loss of approximately HK\$5,590,000 (2023: approximately HK\$2,560,000) was recognised in other operating expenses for the year ended 31 March 2024.

Lease liabilities

The analysis of the present value of future lease payments is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Current liabilities	13,848	13,581
Non-current liabilities	12,785	27,675
	26,633	41,256

Movements of lease liabilities during the year:

	Advertising spaces <i>HK\$'000</i>	Rental premises <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2022	28,153	261	–	28,414
Additions	33,135	–	102	33,237
Repayment of lease liabilities	(21,437)	(202)	(20)	(21,659)
Interest expenses	1,653	7	3	1,663
Rent concessions	(399)	–	–	(399)
At 31 March and 1 April 2023	41,105	66	85	41,256
Additions	5,086	570	–	5,656
Repayment of lease liabilities	(21,646)	(202)	(23)	(21,871)
Interest expenses	1,575	14	3	1,592
At 31 March 2024	26,120	448	65	26,633

Future lease payments are due as follows:

At 31 March 2024

	Minimum lease payments <i>HK\$'000</i>	Interest <i>HK\$'000</i>	Present value <i>HK\$'000</i>
Not later than one year	14,742	894	13,848
Later than one year and not later than two years	10,171	292	9,879
Later than two years and not later than five years	2,945	39	2,906
	<u>27,858</u>	<u>1,225</u>	<u>26,633</u>

At 31 March 2023

	Minimum lease payments <i>HK\$'000</i>	Interest <i>HK\$'000</i>	Present value <i>HK\$'000</i>
Not later than one year	15,062	1,481	13,581
Later than one year and not later than two years	17,533	756	16,777
Later than two years and not later than five years	11,136	238	10,898
	<u>43,731</u>	<u>2,475</u>	<u>41,256</u>

The analysis of income and expense items in relation to leases recognised in profit or loss is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Depreciation of right-of-use assets	19,654	19,289
Interest on lease liabilities	1,592	1,663
Short-term lease expenses	6,755	5,957
Impairment loss of right-of-use assets (included in other operating expenses)	5,590	2,560
Loss/(Gain) on lease modification	71	(168)
Gain on rent concessions	–	(399)
Total amounts recognised in profit or loss	<u>33,662</u>	<u>28,902</u>

Commitments under leases

At 31 March 2024, the Group was committed to approximately HK\$1,619,000 (2023: approximately HK\$1,310,000) for short-term leases.

12. INTANGIBLE ASSETS

	Club membership <i>HK\$'000</i> <i>(Note (a))</i>	License right <i>HK\$'000</i> <i>(Note (b))</i>	Total <i>HK\$'000</i>
At 1 April 2022			
Cost	2,626	942	3,568
Accumulated amortisation and impairment	–	(342)	(342)
Net carrying amount	<u>2,626</u>	<u>600</u>	<u>3,226</u>
Year ended 31 March 2023			
Opening net carrying amount	2,626	600	3,226
Amortisation	–	(94)	(94)
Impairment loss	(306)	–	(306)
Reclassified as held for sale	–	(506)	(506)
Closing net carrying amount	<u>2,320</u>	<u>–</u>	<u>2,320</u>
At 31 March and 1 April 2023			
Cost	2,626	–	2,626
Accumulated amortisation and impairment losses	(306)	–	(306)
Net carrying amount	<u>2,320</u>	<u>–</u>	<u>2,320</u>
Year ended 31 March 2024			
Opening and Closing net carrying amount	<u>2,320</u>	<u>–</u>	<u>2,320</u>
At 31 March 2024			
Cost	2,626	–	2,626
Accumulated amortisation and impairment losses	(306)	–	(306)
Net carrying amount	<u>2,320</u>	<u>–</u>	<u>2,320</u>

Notes:

- (a) The club membership represents the membership debenture of The Aberdeen Marina Club Limited which has no specific maturity date pursuant to the terms and conditions of the membership. It is tested for impairment annually and whenever there is an indication that it may be impaired. The Directors determine the recoverable amount of the club membership by reference to market value less cost of disposal. The market value of the club membership is categorised as a Level 1 measurement in accordance with HKFRS 13.

As at 31 March 2023, the estimated recoverable amount of the club membership of HK\$2,320,000 fell shorts of its carrying amount by HK\$306,000 and accordingly, impairment loss of HK\$306,000 had been recognised in other operating expenses. As at 31 March 2024, no further impairment loss had been identified by the Directors with reference to market value.

- (b) The license right represented an exclusive right to distribute and market the Mizimamei branded food and beverage products and its retail brand in Hong Kong. The Group had entered into a novation agreement with an independent third party and the owner of the license right to transfer the license right to the independent third party at a consideration of HK\$560,000. The transfer of the license right was completed on 1 April 2023. The license right was therefore classified as held for sale in accordance with HKFRS 5 and measured at the lower of the carrying amount and the fair value less costs to sell as at 31 March 2023.

13. FINANCIAL ASSETS AT FVTPL

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Listed debt investments	<u>250</u>	<u>1,472</u>

Listed debt investments represent corporate bonds publicly traded on Singapore Exchange with fixed coupon rates. Management has determined to hold these corporate bonds for trading and therefore classified these bonds as financial assets at FVTPL under current assets.

14. TRADE RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables	<u>2,184</u>	<u>3,977</u>

Analysis of trade receivables that are not impaired as of each reporting period is as follows:

Based on invoice date

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0–90 days	929	589
91–180 days	950	1,771
181–365 days	305	1,528
Over 365 days	–	89
	<u>2,184</u>	<u>3,977</u>

Based on revenue recognition date

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0–90 days	1,580	1,481
91–180 days	516	1,168
181–365 days	88	1,306
Over 365 days	–	22
	<u>2,184</u>	<u>3,977</u>

Trade receivables are mainly attributable to the provision of advertising display services of which advance payments are normally required. However, the Group might offer credit terms to certain customers ranging from 30 to 60 days from the end of the contract period. Overdue balances are reviewed regularly by senior management.

The maximum exposure to credit risk as at 31 March 2024 and 31 March 2023 was the carrying amount mentioned above. Trade receivables that were not impaired related to a large number of independent customers that had a good track record of credit with the Group. In general, the Group does not hold any collateral or other credit enhancements over these balances.

The Group applies the simplified approach to provide for expected credit losses (“ECLs”) prescribed by HKFRS 9, which permit the use of lifetime ECLs provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. ECLs also incorporate forward-looking information. As at 31 March 2024 and 31 March 2023, the Directors considered ECLs against the gross amounts of trade receivables as immaterial.

15. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Payments in advance	1,219	1,112
Deposits	349	349
Prepayments	485	502
	<u>2,053</u>	<u>1,963</u>

The maximum exposure to credit risk at the reporting date is the carrying amounts of each class of receivables mentioned above. The Group does not hold any collateral as security.

16. TRADE PAYABLES

Based on the receipts of services and goods, which normally coincided with the invoice dates, ageing analysis of the Group’s trade payables as at the end of each reporting period is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0–90 days	521	345
91–180 days	275	163
181–365 days	18	7
Over 365 days	129	13
	<u>943</u>	<u>528</u>

17. ACCRUALS AND OTHER PAYABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Accrued expenses	1,121	876
Other payables	804	836
	<u>1,925</u>	<u>1,712</u>

18. CONTRACT LIABILITIES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Contract liabilities arising from:		
Advertising display services	<u>6,586</u>	<u>6,550</u>

These contract liabilities represent advance payments received from customers for services that have not yet been provided to the customers which are rendered over the period of display of the advertisements.

As at 31 March 2024 and 31 March 2023, no contract liabilities were expected to be settled after more than 12 months.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Balance at beginning of the year	6,550	5,594
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(6,324)	(5,567)
Increase in contract liabilities as a result of billing in advance of advertising display service, excluding those recognised as revenue in the current year	<u>6,360</u>	<u>6,523</u>
Balance at end of the year	<u>6,586</u>	<u>6,550</u>

19. SHARE CAPITAL

	2024		2023	
	Number of shares '000	Amount <i>HK\$'000</i>	Number of shares '000	Amount <i>HK\$'000</i>
Authorised:				
Ordinary shares of HK\$0.01 each	<u>7,200,000</u>	<u>72,000</u>	<u>7,200,000</u>	<u>72,000</u>
			Number of shares '000	Amount <i>HK\$'000</i>
Issued:				
At 1 April 2022, 31 March 2023 and 31 March 2024			<u>720,000</u>	<u>7,200</u>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group has maintained its primary focus on offering out-of-home (“OOH”) advertising spaces and services to its customers. These customers include end users who seek to promote their brands, products, or services, as well as advertising agents who represent such advertisers. In addition to providing OOH advertising, we also extend our services to customers by offering design, production and advertisement logistics assistance across various advertising platforms.

During the year ended 31 March 2024, the Group experienced promising growth, with an overall increase in total revenue. Such increase was mainly contributed by the increase in revenue generated from bus advertising. The Group has also recorded an increase in revenue generated from the provision of other types of advertising services in particular the increase of revenue generated from TV walls media platform and railway advertising. This increase was driven by the relaxation of pandemic-related preventive measures, which led to a more optimistic economic outlook. The easing of COVID-19 restrictions and the gradual recovery of business and consumer activities contributed to an improvement in market sentiment. This created more favorable conditions for the Group’s core OOH advertising business. The Group was able to capitalize on the renewed market vibrancy and secure more advertising contracts from both direct clients and agency advertisers. Indeed, the increase of total revenue was also attributed from promotional activities in relation to the District Council Election in December 2023.

The Group is poised to benefit from the gradual return to normalcy in the global economy. The easing of restrictions and resumption of regular business activities provide a conducive environment for growth. The Group’s strategic focus on prime advertising locations and diversified media formats positions it well to capture emerging opportunities. The Hong Kong Government’s increased use of OOH media for public messaging further underscores the potential for future growth. The Group’s robust client relationships and reputation for effective advertising solutions will be critical in leveraging these opportunities.

FINANCIAL REVIEW

Revenue

Total revenue of the Group increased by approximately 16.4% from approximately HK\$43.9 million for the year ended 31 March 2023 to approximately HK\$51.1 million for that of 2024. Such increase was mainly due to (i) the increase of revenue generated from bus advertising; and (ii) the increase of revenue generated from the provision of other type of advertising services.

Revenue generated from bus advertising increased by approximately 13.8% from approximately HK\$41.2 million for the year ended 31 March 2023 to approximately HK\$46.9 million for that of 2024. Such increase was mainly due to the increase of revenue generated by advertisements in relation to the district council election campaign in December 2023. Revenue generated from the provision of other types of advertising services (for example advertising spaces in other OOH media formats) increased by approximately 91.7% from approximately HK\$1.2 million for the year ended 31 March 2023 to approximately HK\$2.3 million for that of 2024. Such increase was mainly due to the increase of revenue generated by direct clients (mainly district council election campaign candidates) that aimed at the advertising spaces in the railway system, franchised bus and the outdoor digital billboards.

Revenue generated from taxi advertising increased by approximately 27.3% from approximately HK\$1.1 million for the year ended 31 March 2023 to approximately HK\$1.4 million for that of 2024. Such increase was mainly due to the increase of revenue generated by direct clients. Revenue generated from private hospital and clinics media increased from approximately HK\$0.3 million for the year ended 31 March 2023 to approximately HK\$0.4 million for that of 2024 mainly due to the increase of revenue generated by direct clients.

Cost of Sales and Gross Profit Margin

While total revenue of the Group for the year ended 31 March 2024 increased by approximately 16.4%, cost of sales for the year increased by approximately 9.4%.

Accordingly, gross profit margin increased by approximately 3.9 percentage points from approximately 35.1% for the year ended 31 March 2023 to approximately 39.0% for that of 2024, which was mainly due to the increase in gross profit margin of bus advertising from approximately 35.0% for the year ended 31 March 2023 to approximately 39.7% for that of 2024 as a result of significant increase in revenue as explained above.

Change in Fair Value of Financial Assets at FVTPL

The Group recorded change in fair value of financial assets at FVTPL of approximately HK\$1.2 million for the year ended 31 March 2024, which was attributable to loss on corporate bonds (2023: approximately HK\$37,000).

Selling Expenses

Selling expenses increased by approximately 8.5% from approximately HK\$7.1 million for the year ended 31 March 2023 to approximately HK\$7.7 million for that of 2024 mainly due to the increase of commission paid to our sales team corresponding to the increase of revenue for the year ended 31 March 2024.

Administrative Expenses

Administrative expenses remained fairly stable at approximately HK\$15.5 million for the year ended 31 March 2024 as compared to approximately HK\$14.9 million for that of 2023.

Other Operating Expenses

The Group recorded other operating expenses of approximately HK\$5.6 million for the year ended 31 March 2024, which represented the impairment losses on right-of-use assets (2023: approximately HK\$2.9 million, which was mainly attributable to impairment losses on right-of-use assets and intangible assets).

Finance Costs

Finance costs remained stable at approximately HK\$1.6 million for the year ended 31 March 2024 as compared to approximately HK\$1.7 million for that of 2023.

Loss Attributable to Owners of the Company

We recorded loss attributable to owners of the Company of approximately HK\$10.5 million for the year ended 31 March 2024 as compared to approximately HK\$9.5 million for that of 2023.

Capital Structure

Details of the Company's share capital are set out in note 19 in this announcement.

Liquidity and Financial Resources

During the year ended 31 March 2024, the Group mainly financed its operations with its own working capital and the net proceeds from listing. As at 31 March 2024 and 31 March 2023, the Group had net current assets of approximately HK\$16.1 million and approximately HK\$21.8 million respectively, including cash and bank balances of approximately HK\$31.6 million and approximately HK\$32.9 million respectively. The Group did not have any pledged bank deposits as at 31 March 2024 and 31 March 2023.

As at 31 March 2024, the gearing ratio was 0% (2023: 0%), calculated on the Group's bank borrowings over the Group's total equity. As at 31 March 2024 and 31 March 2023, the Group had no bank borrowings.

Significant Investments Held

The Group did not have any significant investments held as at 31 March 2024 and 31 March 2023.

Material Acquisitions or Disposals of Subsidiaries and Affiliated Companies

The Group did not have any material acquisition or disposal of subsidiaries and affiliated companies for the year ended 31 March 2024 and 31 March 2023.

Future Plans for Material Investments and Capital Assets

Save as those disclosed in the prospectus of the Company dated 23 December 2016 (the "**Prospectus**"), the Group currently has no other future plans for material investments and capital assets.

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 March 2024 and 31 March 2023.

Commitments

As at 31 March 2024, the Group did not have any capital commitments (2023: Nil).

Charge on Group's Asset

As at 31 March 2024, the Group did not pledge any of its assets as security for any facilities granted to the Group (2023: Nil).

Foreign Exchange Exposure

The Group mainly operated in Hong Kong with most of the transactions settled in HK\$ and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

Employees and Remuneration Policies

As at 31 March 2024, the Group had 30 employees (2023: 30 employees). The staff costs (including Directors' emoluments) amounted to approximately HK\$16.2 million for the year ended 31 March 2024 (2023: approximately HK\$15.3 million).

Remuneration is determined with reference to market standard and individual employees' responsibilities, qualification, experience and performance. The Group has also adopted a share option scheme as an added incentive for the employees.

USE OF PROCEEDS FROM LISTING

The net proceeds from the issue of a total of 180,000,000 new ordinary shares of the Company at the placing price of HK\$0.27 per share under the placing as set out in the Prospectus, after deducting underwriting commission and other expenses relating to the Company's listing, amounted to approximately HK\$29.9 million. The net proceeds were intended to be applied in the same proportion and in the same manner as shown in the Prospectus. Accordingly, approximately 69.7% (HK\$20.9 million), 18.2% (HK\$5.4 million), 9.8% (HK\$2.9 million) and 2.3% (HK\$0.7 million) are applied for (i) expanding our coverage in the minibus advertising network; (ii) expanding our coverage in other transportation advertising platform; (iii) expanding our coverage in the healthcare-related advertising platform; and (iv) enhancing our information management system respectively. An analysis of the utilization of the net proceeds during the period from 5 January 2017 (the "Listing Date") to 31 March 2024 is set out below:

	Amount of usage of net proceeds from the Listing Date to 31 March 2024		Unutilized net proceeds as at 31 March 2024	Expected timeline for full utilization of the unutilized net proceeds
	Estimated* HK\$ million	Actual HK\$ million		
(i) Expand our coverage in the minibus media	20.9	15.9	5.0	On or before 31 March 2025
(ii) Expand our coverage in other transportation	5.4	3.6	1.8	On or before 31 March 2025
(iii) Expand our coverage in the healthcare- related advertising	2.9	0	2.9	On or before 31 March 2025
(iv) Enhance our information management system	0.7	0.2	0.5	On or before 31 March 2025
Total	29.9	19.7	10.2	

Note: Business strategies are as set out in the Prospectus.

The unutilized net proceeds as at 31 March 2024 were placed as bank deposits with licensed bank in Hong Kong.

* The estimated amount of usage of net proceeds as at 31 March 2024 has been adjusted in the same proportion and in the same manner as stated in the Prospectus due to the above-mentioned difference between the estimated net proceeds and the actual net proceeds received.

An analysis comparing the business objective stated in the Prospectus with the Group's actual business progress as at 31 March 2024 is set out below:

Business objective and strategy

Actual business progress as at 31 March 2024

(i) Expand our coverage in the minibus media

The Group has obtained advertising spaces on 932 additional green minibuses and 62 additional red minibuses.

For in-vehicle LCD panel advertising services, minibus operators are pessimistic of the advertising revenue to be generated to them because of the technical complexity of installing the LCD panels in particular to comply with the safety regulations of the Transport Department. In view of such difficulties, the Group will reallocate the resources of this segment into other segments or new business segments to maximize the effectiveness of the use of proceeds.

(ii) Expand our coverage in other transportation

The exclusive contract for the use of advertising spaces of not less than 100 coach buses had completed on 31 March 2021.

The Group has obtained advertising spaces on 26 additional taxi with 50 additional Taxiboard media.

The Group has commenced the agreement for the exclusive use of advertising spaces on New Lantao Bus in September 2021. The Group has obtained advertising spaces on not less than 88 buses from New Lantao Bus.

Business objective and strategy

- (iii) Expand our coverage in the healthcare-related advertising

Actual business progress as at 31 March 2024

Upon the completion of the agreement for the use of advertising spaces at the public hospitals on 30 April 2018 and the close down of the entire media platform in the health and beauty retail stores after 30 June 2018, the Group has assessed the effectiveness of expanding the coverage in the healthcare-related advertising.

The Group has signed a memorandum with a media company who has a platform with more than 150 clinics in Hong Kong to use the in-clinic advertising spaces with LCD TVs installed in the clinics. In consideration of the cooperation, the Group will invest a new media system to ensure the reliability of the display of advertisements and to maintain the LCD TVs in the clinics. The Group will install new LCD TVs if the old screens are out of order.

- (iv) Enhance our information management system

The Group has appointed a contractor to develop a new advertising information management system for the bus advertising inventory management system. The new system has commenced service in July 2022 and successfully enhanced the efficiency of the operation work flow. The remaining proceeds will be reserved for other information technology enhancement projects in future.

OUTLOOK

The outdoor media advertising industry has showcased remarkable resilience and adaptability despite the challenges posed by the pandemic. As economies gradually recover and individuals resume their daily routines, outdoor media advertising is positioned to play a crucial role again in reconnecting brands with consumers and driving business growth.

The Group specifically acknowledges the significant potential of the Mainland China client base and actively seeks business opportunities within this market. We recognize the emerging trend of Mainland catering, retails and medical services brands entering the Hong Kong market for the increasing number of northbound travelers from Hong Kong. This trend is supported by astonishing records which indicate the number of Hongkongers traveling northbound in a single month has exceeded 5 million recently. Given the captivating opportunity to expand our business, the Group is committed to capitalize on this momentum; therefore we are actively pursuing partnerships and collaborations with several Mainland Chinese counterparties and agencies to find clients in the sector. Together, we want to leverage our expertise in Hong Kong outdoor advertising industry, to provide Mainland advertisers who want to effectively reach and engage their target audience using our platform. The Group's strategic focus is to provide comprehensive advertising solutions tailored made to these Mainland brands entering the Hong Kong market, ensuring maximum exposure and brand visibility for them.

Furthermore, it is undeniable that reliance on the digital world is crucial in shaping the future growth and success of a company. In today's technologically driven landscape, businesses need to embrace digital strategies hence our need of digital platforms to remain competitive for the evolving needs of customers. In addition to our ongoing efforts to strengthen our presence through expanding our coverage of exclusive advertising spaces, we are actively exploring the use of Artificial Intelligence ("AI") to further enhance our digital advertising spaces and capabilities. For example, by adopting AI analytical tools, we can analyze the effectiveness of client's target audiences for their advertisements' campaigns. By doing so, we can improve our ability to match our clients' need with their advertisement strategies, effectively promoting their products and services. This, in turn, enhances our clients' experience when utilizing our services.

All in all, the Group is enthusiastic about embarking on further business expansion, new initiatives, to hold an optimistic outlook for the near future.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2024 (2023: Nil).

ANNUAL GENERAL MEETING

The annual general meeting of the Company ("AGM") will be held on Monday, 9 September 2024. For details of the AGM, please refer to the notice of AGM which is expected to be published in July 2024.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 4 September 2024 to Monday, 9 September 2024, both days inclusive, during which period no transfer of shares of the Company shall be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 September 2024.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2024.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding directors' securities transactions in securities of the Company. Based on specific enquiry made with the Directors, all Directors confirmed that they had fully complied with the required standard of dealings and there was no event of non-compliance during the year ended 31 March 2024.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Part 2 of Appendix C1 to the GEM Listing Rules. Save for the deviation from code provision C.2.1 of the CG Code, the Board viewed that the Company had complied with the CG Code during the year ended 31 March 2024.

In accordance with code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Ms. CHAU Wai Chu Irene currently holds both positions. In view of her experience and familiarity with the business operations of the Group, the Board considers that the roles of the Chairlady and Chief Executive Officer being performed by Ms. CHAU Wai Chu Irene would be appropriate to maintain the efficiency in the overall strategic planning, management and business development of the Group. The Board also considers that the balance of power and authority is adequately ensured by the operations of the Board, which comprises experienced and high caliber individuals including three Independent Non-Executive Directors which meets regularly to discuss issues affecting operations of the Group and all important decisions of the Group are made with the contribution of all Board members. The Board with the corporate governance committee of the Board will continue to review the Group's corporate governance policies and compliance with the CG Code each financial year/period.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) has discussed and reviewed with management the audited consolidated financial statements of the Group for the year ended 31 March 2024. The Audit Committee consists of all the three independent non-executive Directors being Mr. LAM Yau Fung Curt, Ms. SUEN Wan Nei Winnie and Ms. LAM Hiu Ying. Mr. LAM Yau Fung Curt serves as the chairman of the Audit Committee who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

SCOPE OF WORK OF MAZARS CPA LIMITED

The figures in respect of the Company's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2024 as set out in this preliminary announcement have been agreed by the Company's auditor, Mazars CPA Limited ("**Mazars**"), to the amounts set out in the Company's draft consolidated financial statements for the year. The work performed by Mazars in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Mazars on this preliminary announcement.

On behalf of the Board of
OOH Holdings Limited
CHAU Wai Chu Irene
Chairlady and Chief Executive Officer

Hong Kong, 27 June 2024

As at the date of this announcement, the Directors are:

Executive Directors

Ms. CHAU Wai Chu Irene (*Chairlady and Chief Executive Officer*)

Mr. LEAN Chun Wai

Non-Executive Director

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors

Mr. LAM Yau Fung Curt

Ms. SUEN Wan Nei Winnie

Ms. LAM Hiu Ying

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.ooh.com.hk.