

# Ocean One Holding Ltd. 大洋環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8476

## 2022 THIRD QUARTERLY REPORT

# 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.

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

# Highlights

- The Group recorded revenue of approximately HK\$360.5 million for the nine months ended 31 December 2022, representing an increase of approximately HK\$38.0 million or 11.8% as compared to the nine months ended 31 December 2021.
- The Group recorded a net profit attributable to the owners of the Company of approximately HK\$39.6 million for the nine months ended 31 December 2022, representing an increase of approximately HK\$5.9 million or 17.6% as compared to the Group's net profit of approximately HK\$33.7 million for the nine months ended 31 December 2021. The increase was mainly attributable to the increases in revenue and gross profit generated during the period.
- The Board does not recommend the payment of dividend for the nine months ended 31 December 2022.

The Board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated third quarterly results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 31 December 2022, together with the respective unaudited comparative figures for the corresponding periods in 2021, as follows:

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

FOR THE NINE MONTHS ENDED 31 DECEMBER 2022

	NOTES	Three months ended		Nine months ended	
		31.12.2022	31.12.2021	31.12.2022	31.12.2021
		HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Revenue	4	112,335	117,351	360,472	322,438
Cost of goods sold		(94,473)	(95,848)	(298,965)	(267,311)
Gross profit		17,862	21,503	61,507	55,127
Other income		69	16	520	59
Other (loss) gain		(820)	(52)	422	(430)
Selling and distribution costs		(2,780)	(2,870)	(8,332)	(8,219)
Administrative expenses		(2,075)	(1,780)	(6,197)	(5,799)
Finance costs		(24)	(19)	(69)	(52)
Profit before taxation	5	12,232	16,798	47,851	40,686
Taxation	6	(2,146)	(2,815)	(8,259)	(7,027)
Profit and total comprehensive income for the period		10,086	13,983	39,592	33,659
Earnings per share — basic (HK cents)	8	3.60	4.99	14.14	12.02

## Condensed Consolidated Statement of Changes in Equity

FOR THE NINE MONTHS ENDED 31 DECEMBER 2022

	Share capital HK\$'000	Share premium HK\$'000	Special reserve HK\$'000 (Note 1)	Other reserve HK\$'000 (Note 2)	Accumulated profits HK\$'000	Total HK\$'000
At 1 April 2022 (audited)	2,800	72,851	3,000	12,000	100,266	190,917
Profit and total comprehensive income for the period	-	-	-	-	39,592	39,592
Dividend recognised as distribution	-	-	-	-	(9,240)	(9,240)
At 31 December 2022 (unaudited)	2,800	72,851	3,000	12,000	130,618	221,269
At 1 April 2021 (audited)	2,800	72,851	3,000	12,000	69,861	160,512
Profit and total comprehensive income for the period	-	-	-	-	33,659	33,659
Dividend recognised as distribution	-	-	-	-	(7,000)	(7,000)
At 31 December 2021 (unaudited)	2,800	72,851	3,000	12,000	96,520	187,171

### Notes:

- (1) The special reserve of the Group represents the difference between the nominal amount of the share capital of Quality Products (H.K.) Limited ("Quality Products") and the nominal amount of share capital of Ocean One (BVI) Holding Ltd. pursuant to the group reorganisation in the prior years.
- (2) The other reserve represents the capitalisation of amount due to a director of HK\$12,000,000 pursuant to a written resolution passed by the sole shareholder of Quality Products on 5 June 2017.

# Notes to the Condensed Consolidated Financial Statements

FOR THE NINE MONTHS ENDED 31 DECEMBER 2022

## 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company acts as an investment holding company and its subsidiaries are principally engaged in importing and wholesaling of frozen seafood products and property holding. The Company's immediate and ultimate holding company is Karlson Holding Limited which was incorporated in the British Virgin Islands and controlled by Mr. Chan Kin Fung ("Mr. Chan").

The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The amounts included in the condensed consolidated financial statements have been computed in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA applicable to interim periods.

Other than accounting policies resulting from application of amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the nine months ended 31 December 2022 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2022.

### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

The application of the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

#### 4. REVENUE AND SEGMENT INFORMATION

The Group recognises revenue from trading of frozen seafood products.

The revenue of the Group is recognised at a point in time. Under the transfer-of-control approach in HKFRS 15 “Revenue from Contracts with Customers”, revenue from trading of frozen seafood products is generally recognised when goods are delivered, which is the point of time when the customer has the ability to direct the use of products and obtain substantially all of the remaining benefits of the products. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

The Group is engaged in importing and wholesaling of frozen seafood products. Information reported to the members of executive directors of the Company, being the chief operating decision makers (the “CODM”), for the purposes of resources allocation and assessment of performance focuses on revenue analysis by products and by geographic locations of customers. In addition, the CODM reviews the results of the Group as a whole to make decisions. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

All sales contracts are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

The disaggregated information of revenue is as follows:

##### Revenue from major products

The following is an analysis of the Group’s revenue from its major products which is recognised at a point in time:

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Crabs and roe	10,995	12,612	43,498	33,110
Fishes	14,040	16,207	48,443	46,378
Octopuses and cuttlefishes	3,270	4,862	11,387	13,700
Prawn	30,225	29,973	90,105	85,763
Processed seafood products	14,260	13,976	39,532	43,090
Scallops, oysters and surf clams	33,757	30,307	110,507	78,121
Miscellaneous products	5,788	9,414	17,000	22,276
	112,335	117,351	360,472	322,438

## Revenue by types of customers

The following is an analysis of the Group's revenue by types of customers:

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Frozen seafood resellers	108,461	114,270	348,989	312,241
Frozen seafood catering services providers	3,874	3,081	11,483	10,197
	112,335	117,351	360,472	322,438

## Geographical information

Information about the Group's revenue from external customers presented based on the geographical location of the customers is as follows:

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Hong Kong	88,096	92,719	285,633	265,107
Mainland China	15,448	12,580	45,117	27,432
Macau	8,791	10,352	29,321	28,199
Japan	–	–	401	–
Taiwan	–	1,700	–	1,700
	112,335	117,351	360,472	322,438

## 5. PROFIT BEFORE TAXATION

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Profit before taxation has been arrived at after charging (crediting):				
Staff costs, including directors' emoluments	1,832	1,634	5,134	4,789
Cost of inventories recognised as expenses	94,473	95,848	298,965	267,311
Depreciation of property, plant and equipment	775	832	2,317	2,496
Depreciation of investment property	37	13	111	39
Depreciation of right of use asset	212	212	636	636
Operating lease rentals in respect of rented premises:				
— Minimum lease payments	12	10	26	23
— Contingent rent ( <i>Note</i> )	619	703	1,843	1,739
	631	713	1,869	1,762
Interests on:				
— bank borrowings	–	3	–	13
— bank overdrafts	3	4	13	9
— finance charge under lease liability	21	12	56	30
	24	19	69	52
Government grants included in other income	(3)	–	(349)	–
Interest income	(29)	(4)	(57)	(18)
Net exchange loss (gain)	820	52	(422)	430

Note: The contingent rent refers to the operating lease rentals based on weight of the goods stored in the warehouse calculated on pre-determined rate.

## 6. TAXATION

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Hong Kong Profits Tax				
Current tax	2,140	2,823	8,251	7,048
Deferred taxation	6	(8)	8	(21)
	<b>2,146</b>	<b>2,815</b>	<b>8,259</b>	<b>7,027</b>

Hong Kong Profits Tax for both periods is calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rates regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

## 7. DIVIDENDS

During the current period, the Company declared a final dividend of HK3.3 cents per share in respect of the year ended 31 March 2022 (nine months ended 31 December 2021: HK2.5 cents per share). The aggregate amount of the final dividend in respect of the year ended 31 March 2022 declared in the current period amounted to HK\$9,240,000 (nine months ended 31 December 2021: HK\$7,000,000). The directors of the Company do not recommend payment of a dividend for the period.

## 8. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the following data:

	Three months ended		Nine months ended	
	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (unaudited)	31.12.2021 HK\$'000 (unaudited)
Profit for the period attributable to the owners of the Company	10,086	13,983	39,592	33,659

  

	Three months ended		Nine months ended	
	31.12.2022 (unaudited)	31.12.2021 (unaudited)	31.12.2022 (unaudited)	31.12.2021 (unaudited)
Weighted average number of ordinary shares in issue	280,000,000	280,000,000	280,000,000	280,000,000

No diluted earnings per share is presented as there are no potential ordinary shares during the three months and nine months ended 31 December 2022 and 2021, respectively.

# Management Discussion and Analysis

## BUSINESS REVIEW

The Group is an established frozen seafood importer and wholesaler in Hong Kong with over 20 years of experience in the frozen seafood import and wholesale industry. It supplies a diverse and wide range of frozen seafood products with more than 100 product varieties to over 380 customers which are mainly frozen seafood resellers and frozen seafood catering service providers.

For the nine months ended 31 December 2022, the Group recorded a net profit of approximately HK\$39.6 million as compared to a net profit of approximately HK\$33.7 million for the nine months ended 31 December 2021. The Directors are of the view that the increase in net profit was mainly due to the increases in revenue and gross profits during the period.

In view of the increases in revenue and net profit generated for the nine months ended 31 December 2022, despite the weakened economy in Hong Kong mainly caused by the uncertainties due to the continuous outbreak of Novel Corona Virus (“COVID-19”), the Directors are cautiously optimistic on the Group’s business outlook.

## OUTLOOK

Looking forward, the Directors expect that this year will remain to be challenging to the Group’s business due to the uncertainties caused by COVID-19 pandemic. The Group will continue to assess the impact of COVID-19 on the Group’s operations and financial performance, closely monitor the Group’s exposure to the risks and uncertainties in connection with COVID-19 on an ongoing basis, and will strengthen the cost savings initiatives in view of the challenging conditions.

The Directors believe that the Listing status of the Group enhances the Group’s profile and further strengthens the Group’s reputation in the industry, which in turn helps maintaining the business relationship with the existing suppliers and customers, and exploring potential business opportunities with new suppliers and customers.

The net proceeds from the Share Offer have been providing financial resources to the Group to meet and achieve its business opportunities and strategies which will further strengthen the Group’s market position in the frozen seafood import and wholesale industry in Hong Kong.

The Group has obtained sale agency arrangements with a number of new foreign suppliers since its Listing, and will continue to pursue for additional exclusive agency or sale agency arrangements with existing and new foreign suppliers to further enrich our product portfolio and to maintain our competitiveness by carrying a broader product portfolio. The Group shall continue to strive and achieve the business objectives as stated in the prospectus issued by the Company dated 29 September 2017 ("Prospectus").

## **FINANCIAL REVIEW**

### **Revenue**

The Group's revenue increased by approximately 11.8% from approximately HK\$322.4 million for the nine months ended 31 December 2021 to approximately HK\$360.5 million for the nine months ended 31 December 2022, primarily attributable to the increase in sales of products such as Clearwater arctic clams, Japan sashimi scallop, akagai sushi slice, snow crab sections and flying fish roe.

### **Cost of goods sold**

Our cost of goods sold mainly represents the costs of products sold net of purchases discounts, shipping handling charges and transportation costs. The Group's cost of goods sold for the nine months ended 31 December 2022 was approximately HK\$299.0 million, representing an increase of approximately 11.8% from approximately HK\$267.3 million for the nine months ended 31 December 2021, such increase was in line with the increase in our revenue.

### **Gross profit and gross profit margin**

The Group's gross profit for the nine months ended 31 December 2022 was approximately HK\$61.5 million, representing an increase of approximately 11.6% from approximately HK\$55.1 million for the nine months ended 31 December 2021. The Group's gross profit margin for the nine months ended 31 December 2022 was approximately 17.1%, which was about the same as the gross profit margin for the nine months ended 31 December 2021 of approximately 17.1%. The increase in gross profit was mainly attributable to the increase in revenue while the gross profit margin remained stable.

## **Selling and distribution costs**

Our selling and distribution costs mainly comprise of warehouse rental, staff costs of our logistics and warehouse team, warehouse utilities, depreciation of our warehouse facilities and transportation expenses. The Group's selling and distribution costs for the nine months ended 31 December 2022 was approximately HK\$8.3 million, which slightly increased by approximately 1.4% as compared to approximately HK\$8.2 million for the nine months ended 31 December 2021. The selling and distribution costs accounted for approximately 2.3% and 2.5% of the total revenue for the nine months ended 31 December 2022 and 2021 respectively.

## **Administrative expenses**

For the nine months ended 31 December 2022, the Group's administrative expenses primarily comprised of staff costs for administrative and management personnel, directors' remuneration, auditor's remuneration, listing compliance expenses, rent rates and management fee for office, office utilities, depreciation and insurance. The Group's administrative expenses for the nine months ended 31 December 2022 was approximately HK\$6.2 million, increased by approximately 6.9% as compared to approximately HK\$5.8 million for the nine months ended 31 December 2021.

## **Finance costs**

Finance costs represented interests on bank borrowings, lease liability and bank overdrafts. Finance costs increased from approximately HK\$52,000 for the nine months ended 31 December 2021 to approximately HK\$69,000 for the nine months ended 31 December 2022.

## **Taxation**

For the nine months ended 31 December 2022 and 2021, our tax expenses was approximately HK\$8,259,000 and HK\$7,027,000 respectively, increased by approximately HK\$1,232,000 or 17.5%, which was consistent with the increase in the estimated assessable profits for the period.

## **Profit for the period**

For the nine months ended 31 December 2022, the Group's profit and total comprehensive income attributable to the owners of the Company was approximately HK\$39.6 million as compared to approximately HK\$33.7 million for the nine months ended 31 December 2021. The increase was mainly due to the increases in revenue and gross profits generated during the period.

## **CAPITAL STRUCTURE**

As at 31 December 2022, the Group's total equity attributable to the owners of the Company amounted to approximately HK\$221.3 million (31 March 2022: HK\$190.9 million).

On 19 October 2017, 21,000,000 and 49,000,000 ordinary shares of HK\$0.01 each of the Company were issued at HK\$1.22 per share by way of public offer and placing, respectively. On the same date, the Company's shares were listed on the GEM of the Stock Exchange.

The net proceeds from the Listing amounted to approximately HK\$63.0 million. The Directors believe that with the new capital from the share offer, the Group is in a healthy financial position to expand its business and achieve its business objectives.

## **BORROWINGS AND GEARING RATIO**

As at 31 December 2022, the Group had no bank borrowings (31 March 2022: Nil).

As at 31 December 2022, the gearing ratio of the Group, calculated by dividing lease liabilities with total equity and multiplied by 100%, was approximately 0.1% (31 March 2022: 0.5%).

## **SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES**

During the nine months ended 31 December 2022, the Group did not have any significant investment, material acquisition or disposal of subsidiaries and affiliated companies.

## **DIVIDEND**

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

## Other Information

### INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the date of this report, the interests or short positions of the Directors or chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which are taken or deemed to have under such provisions), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules ("Model Code"), are as follows:

#### Long positions in Shares of associated corporation

Name	Capacity/nature	No. of Shares held	Approximate % of Shareholding
Chan Kin Fung ("Mr. Chan")	Interest of controlled corporation	201,600,000 (Note 1)	72%
Tse Chun Ha Amy ("Ms. Tse")	Interest of spouse	201,600,000 (Note 2)	72%

Notes:

1. These Shares are held by Karlson Holding Limited, the entire issued share capital of which is held by Mr. Chan. Accordingly, Mr. Chan is deemed to be interested in the Shares held by Karlson Holding Limited by virtue of the SFO.
2. Ms. Tse is the spouse of Mr. Chan. Accordingly, Ms. Tse is deemed to be interested in Mr. Chan's interest in the Company by virtue of the SFO.

As at the date of this report, none of the Directors or chief executive of the Company had any interests in the underlying Shares in respect of physically settled, cash settled or other equity derivatives of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, as at the date of this report, none of the Directors or chief executive of the Company had any interests or short positions in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at the date of this report, the following persons/entities (other than the Directors and chief executive of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

### Long positions in the Shares

Name	Capacity/nature	No. of Shares held	Approximate % of Shareholding
Karlson Holding Limited	Beneficial owner	201,600,000	72%
Chan Kin Fung	Interest in a controlled corporation	201,600,000 (Note 1)	72%
Tse Chun Ha Amy	Interest of spouse	201,600,000 (Note 2)	72%

Notes:

1. These Shares are held by Karlson Holding Limited, which is wholly-owned by Mr. Chan. Accordingly, Mr. Chan is deemed to be interested in these Shares by virtue of the SFO.
2. Ms. Tse is the spouse of Mr. Chan. Accordingly, Ms. Tse is deemed to be interested in Mr. Chan's interest in the Company by virtue of the SFO.

Save as disclosed above, as at the date of this report, none of the substantial or significant shareholders or other persons, other than the Directors and chief executive of the Company whose interests are set out in the section “Other Information — Interests of Directors and chief executive and short positions in Shares, underlying Shares and debentures” above, had any interest or a short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the nine months ended 31 December 2022.

## **COMPETITION AND CONFLICT OF INTERESTS**

None of the Directors, the Controlling Shareholders or substantial shareholders of the Company or any of its respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with Group during the nine months ended 31 December 2022.

## **DIRECTORS’ SECURITIES TRANSACTIONS**

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors from the Listing Date up to the date of this report.

## **SHARE OPTION SCHEME**

The purpose of the Share Option Scheme is to recognize and acknowledge the contributions of the eligible participants to the Group by granting options to them as incentives or rewards. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. The Company has adopted a Share Option Scheme on 21 September 2017. Further details of the Share Option Scheme are set in the section headed “Statutory and General Information — 5. Share Option Scheme” in Appendix V to the Prospectus.

For the nine months ended 31 December 2022, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Share Option Scheme.

## CORPORATE GOVERNANCE PRACTICE

The Directors recognize the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company's corporate governance practices are based on the principles of good corporate governance as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the "CG Code") and in relation to, among others, the Directors, Chairman and Chief Executive Officer, Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and communications with the shareholders of the Company.

The Company was listed on the GEM of the Stock Exchange on 19 October 2017. To the best knowledge of the Board, the Company has complied with the code provisions in the CG Code from the Listing Date up to the date of this report.

## AUDIT COMMITTEE

The audit committee was established on 21 September 2017 with written terms of reference in accordance with Rule 5.28 of the GEM Listing Rules and in compliance with paragraph C.3 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The audit committee currently consists of three independent non-executive Directors and is chaired by Mr. So Yuk Ki. The other members are Mr. Lee Kam Wan and Dr. Leung Wai Ping Noel. The written terms of reference of the audit committee are posted on the GEM website and on the Company's website.

The primary duties of the audit committee are to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the internal control procedures of the Group.

The audit committee has reviewed the unaudited condensed consolidated financial statements and the results for the nine months ended 31 December 2022 with the management, and are of the view that such results comply with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board  
**Ocean One Holding Ltd.**

**Chan Kin Fung**  
*Chairman of the Board, Chief Executive Officer  
and Executive Director*

Hong Kong, 9 February 2023

*As at the date of this report, the Board comprises Mr. Chan Kin Fung and Ms. Tse Chun Ha Amy as executive Directors; Mr. So Yuk Ki, Mr. Lee Kam Wan and Dr. Leung Wai Ping Noel as independent non-executive Directors.*