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 2018

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 decreased by 4.4% from approximately HK$59.5 million for the year ended 31 March 2017 ("**FY2017**") to approximately HK$56.9 million for the year ended 31 March 2018 ("**FY2018**"). Total revenue from transportation segment decreased by 8.8% from approximately HK$46.7 million for FY2017 to approximately HK$42.6 million for FY2018, and total revenue from healthcare segment increased by 11.7% from approximately HK$12.8 million for FY2017 to approximately HK$14.3 million for FY2018.

- Gross profit decreased by 17.7% from approximately HK$26.6 million for FY2017 to approximately HK$21.9 million for FY2018, and gross profit margin decreased from 44.7% for FY2017 to 38.4% for FY2018.

- Net profit for FY2018 was approximately HK$3.4 million compared to net loss of approximately HK$1.9 million for FY2017.

- Before taking into account the listing expenses of approximately HK$12.5 million, our adjusted net profit for FY2017 would be approximately HK$10.6 million.

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 2018 together with the comparative figures for the year ended 31 March 2017, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2018

		2018	2017
	Notes	***HK$'000***	*HK$'000*
Revenue	*5, 6*	**56,946**	59,528
Cost of sales		**(35,062)**	(32,941)
Gross profit		**21,884**	26,587
Other income and gains, net		**408**	360
Selling expenses		**(7,276)**	(5,424)
Administrative expenses		**(10,489)**	(8,530)
Listing expenses		**—**	(12,522)
Share of loss of an associate	*16*	**(2)**	—
Finance costs		**—**	(28)
Profit before income tax expense	*7*	**4,525**	443
Income tax expense	*8*	**(1,086)**	(2,327)
Profit/(Loss) for the year		**3,439**	(1,884)
Other comprehensive income			
Item that may be reclassified to profit or loss:			
Available-for-sale financial assets:			
Reversal of fair value loss upon disposal		**—**	94
Other comprehensive income for the year, net of tax		**—**	94
Total comprehensive income for the year		**3,439**	(1,790)
		HK cents	*HK cents*
Earnings/(Loss) per share			
Basic and diluted	*9*	**0.48**	(0.32)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2018

	Notes	2018 HK$'000	2017 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		**924**	210
Club membership		**2,626**	—
Interest in an associate	*16*	**—**	—
		3,550	210
Current assets			
Trade receivables	*11*	**4,369**	4,724
Deposits, prepayments and other receivables	*12*	**5,160**	4,137
Tax recoverable		**1,166**	149
Pledged bank deposits		**1,927**	1,908
Cash and bank balances		**61,489**	59,787
		74,111	70,705
Current liabilities			
Trade payables	*13*	**2,157**	569
Accruals, deposits received and other payables	*14*	**12,648**	10,424
Amount due to a director		**—**	575
Amount due to an associate	*16*	**70**	—
		14,875	11,568
Net current assets		**59,236**	59,137
Net assets		**62,786**	59,347
CAPITAL AND RESERVES			
Share capital	*15*	**7,200**	7,200
Reserves		**55,586**	52,147
Total equity		**62,786**	59,347

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2018

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 under the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands and its shares had 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 principal activity of the Group is provision of advertising display services (the "Business") in Hong Kong.

As at 31 March 2018, the directors of the Company consider Goldcore Global Investments Limited ("Goldcore"), a company incorporated in the British Virgin Islands ("BVI") with limited liability as the immediate and ultimate holding company.

2. BASIS OF PRESENTATION AND GROUP REORGANISATION FOR THE YEAR ENDED 31 MARCH 2017

During the previous financial year, for the purpose of the listing of the Company's shares on GEM, the Group underwent a group reorganisation ("Group Reorganisation") to rationalise its group structure. Prior to incorporation of the Company and the completion of the Group Reorganisation, the Business was carried out by the Company's principal operating subsidiary, Media Savvy Marketing Limited, which was wholly-owned by Media Savvy Limited ("MSL"), a company incorporated in Hong Kong with limited liability. Pursuant to the Group Reorganisation as more fully explained in the paragraph headed "Reorganisation" under the section headed "History, Development and Reorganisation" in the prospectus dated 23 December 2016, the Company has since 19 December 2016 become the holding company of its subsidiaries now comprising the Group. Pursuant to the Group Reorganisation, MSL together with the Business were transferred to and held by the Company indirectly through Media Savvy Marketing International Limited ("MSBVI"), a company incorporated in BVI. The Company did not involve in any business prior to the Group Reorganisation. The Group comprising the Company and its subsidiaries resulting from the Group Reorganisation was regarded as a continuing entity. Accordingly, the consolidated financial statements for the year ended 31 March 2017 were prepared using merger basis of accounting.

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 March 2017 were prepared to present the results and cash flows of the companies now comprising the Group, as if the current group structure had been in existence throughout the year ended 31 March 2017 or since their respective dates of incorporation, whichever was the shorter period. The consolidated statement of financial position of the Group as at 31 March 2017 was prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence, at that date, taken into account the respective dates of incorporation.

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new or revised HKFRSs — effective 1 April 2017

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

Amendments to HKAS 7—Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The adoption of the amendments has no impact on these financial statements as the Group has no financing activities during the year.

Amendments to HKAS 12 — Recognition of Deferred Tax Assets for Unrealised Losses

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

The adoption of the amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group has previously recognised deferred tax assets and there were no debt instruments measured at fair value.

Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKFRS 12, Disclosure of Interests in Other Entities

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 12, Disclosure of Interests in Other Entities, to clarify that the disclosure requirements of HKFRS 12, other than the requirements to disclose summarised financial information, also apply to an entity's interests in other entities classified as held for sale or discontinued operations in accordance with HKFRS 5, Non-Current Assets Held for Sale and Discontinued Operations.

The adoption of the amendments to HKFRS 12 has no impact on these financial statements as the Group does not have any interests in other entities classified as held for sale or discontinued operations in accordance with HKFRS 5.

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

The following new or amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKAS 28, Investments in Associates and Joint Ventures[1]
HKFRS 9	Financial Instruments[1]
HKFRS 15	Revenue from Contracts with Customers[1]
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)[1]
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration[1]
Amendments to HKFRS 9	Prepayment Features with Negative Compensation[2]
HKFRS 16	Leases[2]
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments[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 2018

2 Effective for annual periods beginning on or after 1 January 2019

3 The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred or removed. Early application of the amendments continue to be permitted.

Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKAS 28, Investments in Associates and Joint Ventures

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 28, Investments in Associates and Joint Ventures, clarifying that a venture capital organisation's permissible election to measure its associates or joint ventures at fair value is made separately for each associate or joint venture.

HK(IFRIC)-Int 22 — Foreign Currency Transactions and Advance Consideration

The interpretation addresses how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency.

HK(IFRIC)-Int 23 — Uncertainty over Income Tax Treatments

The interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the "most likely amount" or the "expected value" approach, whichever better predicts the resolution of the uncertainty.

Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

Amendments to HKFRS 9 — Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met — instead of at fair value through profit or loss.

Except as described below, the directors of the Company anticipate that the application of the above new or revised HKFRSs will have no material impact on the consolidated financial statements.

HKFRS 9 — Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income ("FVTOCI") if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss ("FVTPL").

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

The directors of the Company have reviewed the Group's financial assets as at 31 March 2018 and anticipate that the application of the expected credit loss model of HKFRS 9 in the future will result in early provision of credit losses which are not yet incurred in relation to the Group's financial assets and is not likely to have other material impact on the results and financial position of the Group based on an analysis of the Group's existing business model.

The Group will apply the limited exemption available in HKFRS 9 relating to transition for classification and measurement and impairment, and accordingly will not restate comparatives in the year ended 31 March 2019. The Group expects to apply the simplified approach and record lifetime expected credit losses that are estimated based on the present value of all cash shortfalls over the remaining life of all of its trade and other receivables.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at FVTPL and the Group does not have any such liabilities.

HKFRS 15 — Revenue from Contracts with customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 — Revenue, HKAS 11 — Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligation

Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

Amendments HKFRS 15 — Revenue from Contracts with Customers (Clarifications to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The directors of the Company have assessed its performance obligations under its arrangements for the provision of advertising display services pursuant to HKFRS 15 and has concluded that there are no significant differences on the timing and amounts of revenue recognised in the respective reporting periods. Accordingly, the implementation of HKFRS 15 would not result in any significant impact on the Group's financial position and results of operations. Meanwhile, there will be additional disclosure requirements under HKFRS 15 upon its adoption. The Group plans to apply the new standard only to contracts not completed as of the date of initial application which is 1 April 2018 as permitted by the practical expedients in HKFRS 15.

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17, Leases, and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

Total operating lease commitments of the Group in respect of advertising spaces and office equipment amounted to approximately HK$49 million (2017: HK$38 million). Based on the current leasing patterns, the management expects the adoption of HKFRS 16 as compared with the current accounting policy would not result in significant impact on the Group's financial performance but it is expected that certain portion of these lease commitments would be recognised in the consolidated statement of financial position of the Group as right-of-use assets and lease liabilities.

4. BASIS OF PREPARATION

4.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

4.2 Basis of measurement

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

4.3 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.

5. 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, who are chief operating decision makers, considered the business from the perspective of advertising platforms available, and determined that the Group has the following reportable operating segments:

— Provision of advertising display services over the transportation media platforms ("Transportation Business"); and

— Provision of advertising display services over the healthcare media platforms ("Healthcare Business").

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, listing expenses and other expenses which are common costs incurred for the operating segments as a whole and therefore they are not included in the measure 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, share of loss of an associate, 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:

	Minibus	Taxi	Others	Total Transportation Business	Hospitals and clinics	Health and beauty retail stores	Total Healthcare Business	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Year ended 31 March 2018								
Revenue								
— From external customers	**40,811**	**835**	**1,001**	**42,647**	**11,494**	**2,805**	**14,299**	**56,946**
Cost of sales				**(27,975)**			**(7,087)**	**(35,062)**
Gross profit				**14,672**			**7,212**	**21,884**
Unallocated other income and gains, net								**408**
Corporate and other unallocated expenses								**(17,765)**
Share of loss of an associate								**(2)**
Profit before income tax expense								**4,525**

	Minibus	Taxi	Others	Total Transportation Business	Hospitals and clinics	Health and beauty retail stores	Total Healthcare Business	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Year ended 31 March 2017								
Revenue								
— From external customers	43,334	1,850	1,534	46,718	9,984	2,826	12,810	59,528
Cost of sales				(25,753)			(7,188)	(32,941)
Gross profit				20,965			5,622	26,587
Unallocated other income and gains, net								360
Corporate and other unallocated expenses								(26,476)
Finance costs								(28)
Profit before income tax expense								443

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 regarded Hong Kong as its place of domicile.

The Group's non-current assets are all based in Hong Kong. No geographical information is presented for the Group's business segment as the Group is principally engaged in provision of advertising display services in Hong Kong.

Information about major customers

No single customer contributed 10% or more of the Group's revenue during the years ended 31 March 2018 and 31 March 2017.

6. REVENUE

Revenue is derived from provision of advertising display services during the year.

7. PROFIT BEFORE INCOME TAX EXPENSE

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

	2018	2017
	HK$'000	*HK$'000*
Auditor's remuneration	**500**	555
Provision for impairment of trade receivables	**61**	57
Depreciation of property, plant and equipment	**188**	173
Write off of property, plant and equipment	**9**	—
Employee costs (including directors' emoluments)	**11,362**	9,544
Operating lease rental in respect of:		
— Advertising spaces (included in cost of sales)	**30,886**	29,135
— Premises	**333**	289

8. INCOME TAX EXPENSE

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

	2018	2017
	HK$'000	*HK$'000*
Current tax-Hong Kong Profits Tax		
— Tax for the year	**1,153**	2,366
— Over-provision in respect of prior years	**(67)**	(39)
	1,086	2,327

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

Hong Kong Profits Tax is calculated at 16.5% (2017: 16.5%) on the estimated profits of subsidiaries operating in Hong Kong for the year.

No deferred tax has been recognised as there were no material temporary differences during the year (2017: Nil).

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

	2018	2017
	HK$'000	*HK$'000*
Profit before income tax expense	**4,525**	443
Tax calculated at the domestic tax rate of 16.5% (2017: 16.5%)	**747**	73
Tax effect of non-deductible items	**454**	2,335
Tax effect of non-taxable items	**(12)**	(34)
Tax effect of temporary differences not recognised	**(16)**	12
Over-provision in respect of prior years	**(67)**	(39)
Others	**(20)**	(20)
Income tax expense	**1,086**	2,327

9. EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings/(loss) per share attributable to the ordinary equity holders of the Company is based on the following data:

	2018	2017
	HK$'000	*HK$'000*
Earnings/(Loss)		
Earnings/(Loss) for the purposes of basic and diluted earnings per share	**3,439**	(1,884)
Number of shares	***'000***	*'000*
Weighted average number of ordinary shares for the purposes of basic and diluted earnings/(loss) per share	**720,000**	582,411

The weighted average of 720,000,000 ordinary shares for the year ended 31 March 2018 was same as the number of ordinary shares of the Company in issue throughout the year.

Weighted average of 582,411,000 ordinary shares for the year ended 31 March 2017 includes the weighted average of 540,000,000 ordinary shares in issue immediately after the completion of capitalisation issue which is deemed to have been issued throughout the period immediately before the placing of the Company's shares and 180,000,000 ordinary shares issued immediately after the completion of placing on 5 January 2017.

Diluted earnings per share were the same as the basic earnings per share as the Group had no potential dilutive ordinary shares during the years ended 31 March 2018 and 2017.

10. DIVIDEND

	2018	2017
	HK$'000	*HK$'000*
Dividend	**—**	10,000

The dividend for the year ended 31 March 2017 represented dividend declared by a subsidiary of the Company to its then equity owners prior to the Group Reorganisation.

The rate of dividends and the number of shares ranking for dividends are not presented as information is not meaningful regard to the purpose of the consolidated financial statements.

11. TRADE RECEIVABLES

	2018	2017
	HK$'000	*HK$'000*
Trade receivables	**4,430**	4,781
Provision of impairment of trade receivables	**(61)**	(57)
	4,369	4,724

Analysis of trade receivables that are not impaired as at the end of each reporting periods based on revenue recognition date, is as follows:

	2018	2017
	HK$'000	*HK$'000*
0–90 days	**2,784**	2,311
91–180 days	**1,505**	2,229
181–365 days	**76**	122
Over 365 days	**4**	62
	4,369	4,724

The Group has no specified credit terms for its customers. The ageing analysis of the Group's trade receivables that are not impaired, based on due date is as follows:

	2018	2017
	HK$'000	*HK$'000*
Neither past due nor impaired	**1,069**	1,070
Past due less than 3 months	**2,339**	2,646
Past due more than 3 months but less than 6 months	**539**	881
Past due more than 6 months	**422**	127
	4,369	4,724

The following table reconciled the impairment loss of trade receivables for the year:

	2018	2017
	HK$'000	*HK$'000*
At beginning of the year	**57**	—
Write off	**(57)**	—
Impairment loss recognised	**61**	57
At end of the year	**61**	57

At 31 March 2018, the Group had trade receivables of HK$3,300,000 (2017: HK$3,654,000) that were past due but not impaired as there was no recent history of default in respect of these trade debtors. Trade receivables that were neither past due nor 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.

12. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2018	2017
	HK$'000	*HK$'000*
Payments in advance	**4,611**	3,954
Deposits	**101**	95
Prepayments	**439**	78
Other receivables	**9**	10
	5,160	4,137

13. 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 periods is as follows:

	2018	2017
	HK$'000	*HK$'000*
0–90 days	**1,786**	512
91–180 days	**12**	11
181–365 days	**359**	19
Over 365 days	**—**	27
	2,157	569

14. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

	2018	2017
	HK$'000	*HK$'000*
Accrued expenses	**863**	757
Advances received from customers	**11,398**	9,210
Other payables	**387**	457
	12,648	10,424

15. SHARE CAPITAL

		2018		2017	
		Number of shares	**Amount**	Number of shares	Amount
		'000	***HK$'000***	*'000*	*HK$'000*
Authorised:					
At the beginning of the year		**7,200,000**	**72,000**	—	—
Initial authorised share capital upon incorporation	*(b)*	**—**	**—**	10,000	100
Increase in authorised share capital	*(d)*	**—**	**—**	7,190,000	71,900
		7,200,000	**72,000**	7,200,000	72,000

		Number of shares	**Amount**
		'000	*HK$'000*
Issued:			
At 1 April 2016	*(a)*	—	10
Issue of ordinary shares upon incorporation	*(b)*	1,000	—
Issue of ordinary shares upon Group Reorganisation	*(c)*	9,000	90
Issue of ordinary shares upon capitalisation	*(e)*	530,000	5,300
Issue of ordinary shares upon placing of shares	*(f)*	180,000	1,800
At 31 March 2017, 1 April 2017 and 31 March 2018		720,000	7,200

(a) The issued capital of the Group as at 1 April 2016 represented the issued capital of its subsidiary, MSL as the Company had not been incorporated and the Group Reorganisation was not completed.

The following changes in the share capital of the Company took place during the period from 28 June 2016 (date of incorporation) to 31 March 2017:

(b) The Company was incorporated in the Cayman Islands under the Companies Law of the Cayman Island as an exempted company with limited liability on 28 June 2016 with an initial authorised share capital of HK$100,000 divided into 10 million shares of HK$0.01 each. 1 share was allotted and issued nil-paid to the subscriber on 28 June 2016, and was subsequently transferred to Goldcore on the same day.

On 28 June 2016, the Company allotted and issued 999,999 shares, nil-paid, to Goldcore, AL Capital Limited, Silver Pro Investments Limited ("Silver Pro"), Mr. Yeung Chung Hang Patrick and Mr. Yau Siu Yeung.

(c) On 30 November 2016, pursuant to a share swap agreement made between (among other parties) Ms. Chau Wai Chu Irene, AL Capital Limited, Mr. da Silva, Mr. Yeung Chung Hang Patrick and Mr. Yau Siu Yeung (collectively, the "Vendors"), MSBVI (a 100% subsidiary of the Company) as purchaser, and the Company, MSBVI acquired the entire share capital in MSL. In consideration of and in exchange for such acquisition, the Company (i) credited as fully paid the 1,000,000 nil-paid shares issued in note 15(b) above, and (ii) issued 9,000,000 shares as fully paid to Goldcore, Silver Pro and the Vendors. The Group Reorganisation was then completed.

(d) Pursuant to the written resolutions of the shareholders dated 19 December 2016, the Company increased its authorised share capital from HK$100,000 to HK$72,000,000 by the creation of an additional 7,190,000,000 ordinary shares.

(e) Pursuant to written resolutions passed on 19 December 2016, the directors were authorised to capitalise HK$5,300,000 from the amount to be standing to the credit of the share premium account of the Company upon the placing of ordinary shares and applied such amount to pay up in full at par of 530,000,000 ordinary shares.

(f) On 5 January 2017, 180,000,000 ordinary shares of HK$0.01 each of the Company were issued at a price of HK$0.27 by way of placing. On the same date, the Company's ordinary shares were listed on the Stock Exchange. The proceeds of HK$1,800,000 representing the par value of the ordinary shares of the Company were credited to the Company's share capital. The remaining proceeds of HK$46,800,000, before issuing expenses of approximately HK$6,129,000, were credited to share premium account.

16. INTEREST IN AN ASSOCIATE

	2018	2017
	HK$'000	*HK$'000*
Share of net assets	**—**	—

(a) Details of the associate as at 31 March 2018 are as follow:

Name	Place of incorporation	Issued capital	Percentage of ownership interest attribute to the Group	Principal activities
M Savvy Media Limited ("M Savvy Media") (formerly known as Media Savvy Healthcare Media Limited)	Hong Kong	HK$10,000	20%	Inactive/no business operation

The associate was a former subsidiary indirectly owned by the Company and became an associate since 14 November 2017. Further details of the disposal of 80% equity interests are set out in note 17.

(b) The carrying amount of the associate was nil as at 31 March 2018. During the financial year, the Group shared HK$2,000 of the associate's loss and total comprehensive income.

(c) Amount due to an associate was unsecured, interest free and repayable on demand.

17. DISPOSAL OF A SUBSIDIARY

On 14 November 2017, the Company's wholly owned subsidiaries, MSL and Medic Savvy Media Limited, disposed of their aggregated 80% equity interests in M Savvy Media to an independent third party. M Savvy Media was incorporated in Hong Kong and was inactive in prior years. Upon the disposal, the Group remains holding 20% equity interests in M Savvy Media which has been accounted for as an associate thereafter (note 16). Net assets of M Savvy Media at the date of disposal were as follows:

	HK$'000
Amount due from immediate holding company	105
Accured expenses	(5)
Amount due to a fellow subsidiary	(35)
	65
Fair value of assets retained	(2)
Loss on disposal of a subsidiary	(55)
Satisfied by cash	8

The above cash consideration of HK$8,000 remained outstanding and is included in other receivables as at 31 March 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is a leading out-of-home ("**OOH**") advertising space and service provider in Hong Kong. During the year ended 31 March 2018, the Group continued to engage in the operation of advertising business on minibuses, taxis and in hospitals, clinics, health and beauty retail stores.

BUSINESS REVIEW

During the year under review, the Group continued its principal business in the provision of OOH advertising spaces and services to its customers. Since 2004, the Group strived to develop into a leading OOH advertising company in Hong Kong with a focus on advertising on minibuses, taxis, and inside hospitals, clinics, health and beauty retail stores for its customers. Our principal business is the provision of OOH advertising spaces and services to our customers, which comprise end-users aiming to promote their brands, products or services, and advertising agents acting for such advertisers. We also offer our customers convenient design and production, advertisement logistics, installation and dismantling services on the different advertising platforms.

The revenue generated from our advertising spaces and services was primarily minibus advertising and it continues to be the major revenue driver of the Group. For our media platform at the public hospitals, the Group was informed by the authority which operates the public hospitals ("**Authority**") that they decided to close down the entire panel advertising services in public hospitals after 30 April 2018, which was the completion date of the contract.

In January 2018, the Group has expanded into a new advertising platform in the outdoor advertising sector. The Group has successfully secured an exclusive agreement with a major service vendor of the self-pickup lockers for the use of advertising sites at the self-pickup lockers installed at designated locations in Hong Kong. With the increasing usage of the self-pickup lockers, the Group foresees the potential expansion of advertising revenue generated from that sector and allocated resources to pioneer our coverage to that niche and sustainable advertising platform. The Group will cover other service vendors of the self-pickup lockers around the town and to evaluate new opportunities in the market and strive to bring in new lines of business to the Group in the foreseeable future.

Exclusivity of Advertising Space Booking Services

The success of our business depends on the coverage of our own exclusive advertising spaces. Our customers enjoy the flexibility and high chance of renewal of their already occupied advertising space when committing our service. Depending on the requirements of our customers, we may also procure advertising spaces from other advertising space owners on a non-exclusive basis. In respect of these services, we only license these non-exclusive spaces on an as-needed basis upon receiving our customers' request.

During the year, we continued to strategically focus on expanding our advertising spaces coverage on minibus bodies and taxi bodies of which we can offer our customers a wider range of advertising spaces in different locations at competitive pricing based on their occupancy rates.

FINANCIAL REVIEW

Revenue and Other Income and Gains

Total revenue of the Group decreased by 4.4% from approximately HK$59.5 million for the year ended 31 March 2017 to approximately HK$56.9 million for that of 2018. Such decrease was mainly attributable to the decrease of revenue from minibus and taxi advertising which (i) the revenue generated from minibus advertising decreased by 5.8% from approximately HK$43.3 million for the year ended 31 March 2017 to approximately HK$40.8 million for that of 2018; and (ii) the revenue generated from taxi advertising decreased by 57.9% from approximately HK$1.9 million for the year ended 31 March 2017 to approximately HK$0.8 million for that of 2018. The decrease of revenue for the year ended 31 March 2018 was mainly due to the advertising campaigns in our minibus and taxi advertising platforms by political parties in 2016 Hong Kong Legislative Council election ("**Election**") that took place in September 2016 and most of the campaign ended towards the end of 2016. After the Election, the Group has recorded a drop of advertising campaign by political parties that led to such decrease of revenue in minibus and taxi advertising.

On the other hand, revenue generated from hospitals and clinics advertising increased by 15.0% from approximately HK$10.0 million for the year ended 31 March 2017 to approximately HK$11.5 million for that of 2018. Such increase was mainly due to an increase of advertising services revenue generated from advertising agency clients as the Group has developed a new strategy to attract agency clients by offering them a more competitive annual rebate package.

Revenue generated from the health and beauty retail stores advertising remained stable at approximately HK$2.8 million for the years ended 31 March 2017 and 2018. However, the Group recorded a drop in revenue generated from the provision of other types of advertising services (for example advertising spaces in other OOH media formats such as MTR stations and miscellaneous services such as arranging public relation campaigns). Its revenue decreased from approximately HK$1.5 million for the year ended 31 March 2017 to approximately HK$1.0 million for that of 2018.

Other income and gains remained stable at approximately HK$0.4 million for the years ended 31 March 2017 and 2018.

Cost of Sales and Gross Profit Margin

Cost of sales increased by 6.7% from approximately HK$32.9 million for the year ended 31 March 2017 to approximately HK$35.1 million for that of 2018, despite the decrease of revenue from approximately HK$59.5 million for the year ended 31 March 2017 to approximately HK$56.9 million for that of 2018. The increase in cost of sales was mainly attributable to the higher license fees paid for the exclusive minibus advertising spaces. As a result of the above, the gross profit margin decreased by 6.3 percentage points from approximately 44.7% for the year ended 31 March 2017 to approximately 38.4% for that of 2018. In the minibus segment, the Group has recorded the decrease of gross profit margin from approximately 46.8% for the year ended 31 March 2017 to approximately 35.6% for that of 2018. Such decrease was mainly due to the increase of the license fees paid and payable to our licensors for licensing additional advertising spaces on an exclusive basis. Our total number of exclusive minibus advertising spaces in our fixed route minibus network (GMB) increased significantly from 990 as at 31 March 2017 to 1,227 as at 31 March 2018; which is in line with our Group's expansion plan stated in the prospectus of the Company dated 23 December 2016 (the "**Prospectus**"). Apart from the increase of the exclusive advertising spaces, the Group has also demanded more comprehensive services from its suppliers to cope with our customers' needs in the competitive OOH advertising sector. For instance, we have requested our suppliers to strengthen the quality control of advertising materials installation and their daily reporting system. The Group has also demanded its advertising material printers to use environmental friendly stickers and printing ink so as to cope with the Group's target. Such improvement of services has led to a slight increase in artwork and production costs from approximately HK$3.6 million for the year ended 31 March 2017 to approximately HK$4.0 million for that of 2018. In the taxi segment, the Group recorded a gross profit of approximately HK$528,000 for the year ended 31 March 2017 as compared to a gross profit of approximately HK$16,000 for that of 2018. Such decrease was due to the drop in revenue following the ending of the 2016 Election campaign and increase of the license fees paid and payable to our licensors for licensing additional advertising spaces on an exclusive basis. Moreover, the Group has commenced a trial run of the new taxi media advertising platform with the installation of "Taxiboard" while we have offered an attractive trial package to our customer during the trial. Unfortunately, the Group has decided to halt the "Taxiboard" project since we have received numerous complaints from the taxi operators that the hardware of the "Taxiboard" is too heavy for the trunk lid of the taxi and also caused wind rattling noises when the taxi was travelling at high speed. For further details, please refer to the "Use of Net Proceeds from Listing" section below.

In the hospitals and clinics segment, gross profit margin increased from approximately 68.2% for the year ended 31 March 2017 to approximately 72.8% for that of 2018 due to the increase in revenue with a modified structure of minimum guaranteed license fees paid to our licensor (since November 2017) that lowered our license fees. Lastly, in the health and beauty retail stores segment, gross loss margin improved 0.9 percentage points of approximately HK$33,000 for the year ended 31 March 2018 as compared with that of 2017.

Selling Expenses

Selling expenses increased by 35.2% from approximately HK$5.4 million for the year ended 31 March 2017 to approximately HK$7.3 million for that of 2018. The increase was mainly due to (i) a significant sum of commission rebate paid to our advertising agency with reference to the annual volume incentive rebate scheme; (ii) an one-off annual sponsorship fee for the events organized by one of our exclusive licensors; (iii) the increase in marketing expenses; and (iv) an increase in overseas travelling expenses for the potential opportunities in relation to new business development in the overseas markets.

Administrative Expenses

Administrative expenses increased by 23.5% from approximately HK$8.5 million for the year ended 31 March 2017 to approximately HK$10.5 million for that of 2018. The increase was mainly due to (i) an increase of staff costs from approximately HK$4.8 million for year ended 31 March 2017 to approximately HK$6.2 million for that of 2018 due to adjustment of staff salaries upon our successful listing; and (ii) an increase of administrative and professional fees of approximately HK$0.9 million after the Company's listing including audit fee, share registration fee, financial report printing fee and compliance adviser fee.

Listing Expenses

The Group recorded non-recurring listing expenses of approximately HK$12.5 million for the year ended 31 March 2017 for the preparation of the Company's listing. No further expenses in relation to the Company's listing were recognized for that of 2018.

Finance Costs

Finance costs represented interest on our bank borrowings. Due to full repayment made during the year ended 31 March 2017, the Group had no finance costs for the year ended 31 March 2018 as compared to approximately HK$28,000 for that of 2017.

Profit/Loss for the Year

We recorded a net profit of approximately HK$3.4 million for the year ended 31 March 2018 as compared to the net loss of approximately HK$1.9 million for that of 2017. Before taking into account the listing expenses, our adjusted net profit for the year ended 31 March 2017 would be approximately HK$10.6 million.

Capital Structure

Details of changes in the Company's share capital are set out in note 15 to the consolidated financial statements in this announcement.

Liquidity and Financial Resources

During the year ended 31 March 2018, the Group mainly financed its operations with its own working capital and the net proceeds from listing. As at 31 March 2018 and 31 March 2017, the Group had net current assets of approximately HK$59.2 million and approximately HK$59.1 million respectively, including cash and bank balances of approximately HK$61.5 million and approximately HK$59.8 million respectively. The Group's pledged bank deposits of approximately HK$1.9 million as at 31 March 2018 (2017: approximately HK$1.9 million) represented cash at bank held by the Group and pledged for letters of guarantee issued by bank.

As at 31 March 2018, the gearing ratio was 0% (2017: 0%), calculated on the Group's bank borrowings over the Group's total equity. As of 31 March 2018 and 31 March 2017, the Group had no bank borrowings.

Significant Investments Held

The Group did not have significant investments held as at 31 March 2018 and 31 March 2017.

Material Acquisitions or Disposals of Subsidiaries and Affiliated Companies

Details of the disposal of a subsidiary are set out in note 17 to the consolidated financial statements in this announcement.

Future Plans for Material Investments and Capital Assets

Save as those disclosed in the Prospectus, the Group currently has no other plan for material investments and capital assets.

Contingent Liabilities

The Group did not have material contingent liabilities as at 31 March 2018 and 31 March 2017.

Commitments

The Group's contractual commitments primarily related to the leases of its office equipment, advertising spaces and office premises. The Group's operating lease commitments amounted to approximately HK$49.4 million and approximately HK$38.1 million as at 31 March 2018 and 31 March 2017 respectively. As at 31 March 2018, the Group did not have any capital commitments (2017: Nil).

Charge on Group's Asset

As at 31 March 2018, save for the pledged bank deposits, the Group did not pledge any of its assets (2017: Nil) as securities for any facilities granted to the Group.

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.

Use of Net 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 with estimated net proceeds amounted to HK$26.4 million, which was made under the assumption that the placing price would be HK$0.25 per share, being the mid-point of the indicative placing price range. 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) will be 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 2018 is set out below:

	Amount of usage of net proceeds from Listing Date to 31 March 2018	
	Estimated*	**Actual**
	HK$ million	*HK$ million*
(i) Expand our coverage in the minibus media	16.6	7.9
(ii) Expand our coverage in other transportation	5.3	0.2
(iii) Expand our coverage in the healthcare-related advertising	1.8	0.0
(iv) Enhance our information management system	0.1	0.0
Total	23.8	8.1

Note: Business strategies as set out in the Prospectus.

The remaining unused net proceeds as at 31 March 2018 were placed as bank balances with licensed bank in Hong Kong and will be applied according to the intended usage stated in the Prospectus.

* The estimated amount of usage of net proceeds as at 31 March 2018 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 is set out below:

Business objective and strategy	Actual business progress up to 31 March 2018
(i) Expand our coverage in the minibus media	The Group has obtained advertising spaces on 414 additional green minibuses and 22 additional red minibuses. For the in-vehicle LCD panel advertising services, the Group has made progress with the minibus operators for the in-vehicle LCD panel. The minibus operators has expressed to the Group that they intend to initiate the trial run by allowing the Group to commence the installation of in-vehicle LCD panel on the designated minibuses by fall 2018.
(ii) Expand our coverage in other transportation	The Group has obtained advertising spaces on 26 additional taxi with 50 additional taxi Ducktail for Taxiboard media. The Group has decided to halt the "Taxiboard" project since we have received numerous complaints from the taxi operators that the hardware of the "Taxiboard" is too heavy for the trunk lid of the taxi and also caused wind rattling noises when the taxi was travelling at high speed. The Group has already reported such technical issue to the designer of the "Taxiboard" and the technical team is exploring the solution with the taxi operators. As the technical issue involves the safety of the taxi, the Group will not proceed with the "Taxiboard" project unless the solution is acceptable to the taxi industry. The Group has made progress with the light goods trucks operator for the advertising services at the light goods trucks. However, the Group was informed that the said operator intended to set up their own marketing department instead of sub-contracting out their advertising service. The Group will continue to search for other light goods trucks operators for the expansion.

Business objective and strategy	Actual business progress up to 31 March 2018
(iii) Expand our coverage in the healthcare-related advertising	The Group has been liaising with private operators for the LCD advertising system. The Group was informed by the operator of the public hospitals that the license agreement for advertising spaces in public hospitals would no longer be extended and they have decided to close down the project for the use of advertising sites for panel and digital services in public hospitals. The Group has made an announcement in relation to this on 10 May 2018.
(iv) Enhance our information management system	The Group has made progress with the vendor of the information management system by exploring the feasibility of revamping and upgrading our existing information management system or to develop a brand new information management system to replace the existing one. The Group has already received the quotations from the vendors.

Employees and Remuneration Policies

As at 31 March 2018, the Group had 26 employees (2017: 23 employees). The staff costs (including Directors' emoluments) amounted to approximately HK$11.4 million for the year ended 31 March 2018 (2017: approximately HK$9.5 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.

OUTLOOK

The Group has maintained its business model by providing OOH advertising spaces and services to our customers, which comprise direct advertisers aiming to promote their brands, products or services, and advertising agents acting for such advertisers. We also offer our customers convenient design and production, advertisement logistics, installation and dismantling services. The primary objective of the Group remains unchanged which is to diversify and increase the coverage of our advertising network. It is our aim to further penetrate into the market by obtaining exclusive licences to advertising spaces on minibuses and taxis, as well as healthcare service providers. Apart from the existing media platforms, the Group has recently secured an exclusive agreement with a major service vendor of the self-pickup lockers for the use of advertising sites at the self-pickup lockers installed at the designated locations in

Hong Kong. The Group considers that given the increasing global eCommerce business activities, self-pickup locker service with high-quality and cost-effectiveness last-mile delivery service would be the new trend for the logistic industry and constitutes as a supplement to the transitional logistic model. With the increasing usage of the self-pickup lockers, the Group foresees the potential expansion of advertising revenue generated from that sector and allocated resources to pioneer our coverage to that niche and sustainable advertising platform. The Group will continue to cover other service vendors of the self-pickup lockers around the town.

On the other hand, the Group has also resolved the strategy to maximize the efficiency and profitability of our existing media platforms. For instance, the Group has decided not to extend the contract of media platform with unsatisfactory performance to concentrate our resources on profitable media platforms and expanding our new line of business. Following a series of negotiations taken for the continuation of the contract entered into between the Group and the major operator of health and beauty retail stores in relation to the provision of in-store advertising services at the health and beauty retail stores, the Group decided to close down the entire media platform in the said health and beauty retail stores after 30 June 2018, which is the completion date of the contract. For our media platform at the public hospitals, the Group was informed by the Authority that they decided to close down the entire panel advertising services in public hospitals after 30 April 2018, which was the completion date of the contract between the Company and the Authority in relation to the provision of panel advertising services.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2018 (2017: Nil).

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 21 August 2018 to Friday, 24 August 2018, 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 forthcoming annual general meeting of the Company, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 August 2018.

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 2018.

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 2018.

INTERESTS OF THE COMPLIANCE ADVISER AND ITS DIRECTORS, EMPLOYEES AND CLOSE ASSOCIATES

Neither the compliance adviser of the Company nor its directors, employees or associates had any interests in relation to the Company as at 31 March 2018 which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

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 Appendix 15 to the GEM Listing Rules. Save for the deviation from the code provision A.2.1 of the CG Code, that the roles of the chairman and chief executive should be separate and should not be performed by the same individual, the Board is satisfied that the Company had complied with the CG Code during the year ended 31 March 2018.

Pursuant to A.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 our 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 with the corporate governance committee of the Company will review our Group's corporate governance policies and compliance with the CG Code each financial year.

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 2018. The Audit Committee consists of all the three independent non-executive Directors being Ms. AU Shui Ming Anna, Mr. LIANG Man Kit Jerry and Mr. HO Alfred Chak Wai. Ms. AU Shui Ming Anna serves as the chairlady of the Audit Committee who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

SCOPE OF WORK OF BDO LIMITED

The figures in respect of the Group'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 2018 as set out in this announcement have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by BDO Limited on this announcement.

By Order of the Board of
OOH HOLDINGS LIMITED
CHAU Wai Chu Irene
Chairlady and Chief Executive Officer

Hong Kong, 21 June 2018

As at the date of this announcement, the directors of the Company are:

Executive Directors
Ms. CHAU Wai Chu Irene *(Chairlady and Chief Executive Officer)*
Ms. CHEUNG Kit Yi
Mr. LEAN Chun Wai

Non-Executive Director
Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors
Ms. AU Shui Ming Anna
Mr. LIANG Man Kit Jerry
Mr. HO Alfred Chak Wai

This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company (www.ooh.com.hk).