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優創金融
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司
YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

**RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2022**

The Board (the “**Board**”) of Directors (the “**Directors**”) of Youth Champ Financial Group Holdings Limited (the “**Company**”) is pleased to announce that the audited results of the Company for the year ended 31 March 2022 (the “**Year**”) together with the comparative figures for the year ended 31 March 2021 are as follows:

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2022

	NOTE	2022 HK\$'000	2021 HK\$'000
NET INVESTMENT GAIN/(LOSS)	4	474	(938)
OTHER INCOME	5	1,216	381
GENERAL AND ADMINISTRATIVE EXPENSES		<u>(7,590)</u>	<u>(7,802)</u>
LOSS FROM OPERATIONS		<u>(5,900)</u>	<u>(8,359)</u>
FINANCE COSTS	6(a)	<u>(135)</u>	<u>(20)</u>
LOSS BEFORE TAXATION	6	<u>(6,035)</u>	<u>(8,379)</u>
INCOME TAX	7	<u>–</u>	<u>–</u>
LOSS FOR THE YEAR		<u>(6,035)</u>	<u>(8,379)</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR		<u>–</u>	<u>–</u>
TOTAL COMPREHENSIVE EXPENSES FOR THE YEAR		<u><u>(6,035)</u></u>	<u><u>(8,379)</u></u>
LOSS AND TOTAL COMPREHENSIVE EXPENSES FOR THE YEAR ATTRIBUTABLE TO:			
Equity shareholders of the Company		<u><u>(6,035)</u></u>	<u><u>(8,379)</u></u>
LOSS PER SHARE	8		(restated)
– Basic		<u><u>(HK\$0.03)</u></u>	<u><u>(HK\$0.04)</u></u>
– Diluted		<u><u>(HK\$0.03)</u></u>	<u><u>(HK\$0.04)</u></u>

STATEMENT OF FINANCIAL POSITION

As at 31 March 2022

	<i>NOTE</i>	2022 HK\$'000	2021 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Plant and equipment		7	18
Right-of-use asset		—	83
TOTAL NON-CURRENT ASSETS		7	101
CURRENT ASSETS			
Financial asset at fair value through profit or loss	9	—	432
Deposits, prepayments and other receivables		453	438
Cash and cash equivalents		40,091	1,327
TOTAL CURRENT ASSETS		40,544	2,197
CURRENT LIABILITIES			
Accruals and other payables		4,113	1,969
Loans from a shareholder		4,010	3,500
Lease liability		—	52
TOTAL CURRENT LIABILITIES		8,123	5,521
NET CURRENT ASSETS/(LIABILITIES)		32,421	(3,324)
NET ASSETS/(LIABILITIES)		32,428	(3,223)
CAPITAL AND RESERVES			
Share capital		23,727	17,280
Reserves		8,701	(20,503)
TOTAL EQUITY/(CAPITAL DEFICIENCY)		32,428	(3,223)
NET ASSET/(LIABILITY) VALUE PER SHARE		HK\$0.14	(HK\$0.02)

NOTES:

1. GENERAL INFORMATION

Youth Champ Financial Group Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda on 15 April 2003 as an exempted company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is Unit 503, 5/F., Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong.

The Company is principally engaged in investments in listed and unlisted enterprises.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Company are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Company for the current accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- financial instruments classified as financial assets at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(c) Changes in accounting policies

The HKICPA has issued the amendments to HKFRSs that are first effective for the current accounting period of the Company.

None of these amendments have had a material effect on how the Company's results and financial position for the current or prior periods have been prepared or presented. The Company has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. SEGMENT REPORTING

The Company is principally engaged in investments in listed and unlisted enterprises.

No segment information is presented in respect of the Company's business and geographical segments as all of the income, contribution to operating results, assets and liabilities of the Company are attributable to investment activities, which are carried out or originated principally in Hong Kong.

4. NET INVESTMENT GAIN/(LOSS)

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Net realised gain from dissolution of financial asset at fair value through profit or loss	474	–
Net unrealised fair value change of financial asset at fair value through profit or loss	–	(938)
	<u>474</u>	<u>(938)</u>

5. OTHER INCOME

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Government subsidies (<i>Note</i>)	–	136
Net exchange gain/(loss)	2	(3)
Net loss on disposal of plant and equipment	–	(3)
Sundry income	1,214	251
	<u>1,216</u>	<u>381</u>

Note: Being the subsidies received/receivable from the COVID-19 Anti-epidemic Fund under the Employment Support Scheme as promulgated by the Government of the Hong Kong Special Administrative Region of the People's Republic of China.

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
(a) Finance costs		
Interest on lease liability	–	20
Interest on loans from a shareholder	10	–
Interest on other borrowing	125	–
	<u>135</u>	<u>20</u>
(b) Staff costs (including directors' emoluments)		
Salaries and other benefits	3,257	3,083
Mandatory provident fund contributions	36	36
	<u>3,293</u>	<u>3,119</u>
(c) Other items		
Depreciation charge		
– owned plant and equipment	11	18
– right-of-use asset	83	558
Auditors' remuneration		
– audit services	300	300
Investment manager fees	1,620	1,483
Legal and professional fees	1,070	1,362
	<u>1,070</u>	<u>1,362</u>

7. INCOME TAX

- (a) No provision for Hong Kong Profits Tax has been made in these financial statements as the Company has no estimated assessable profits derived from its operation in Hong Kong during the year (2021: Nil).
- (b) No provision for overseas tax has been made in these financial statements as the Company has no profit derived from overseas.
- (c) Reconciliation between tax expense and accounting loss at applicable tax rate:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Loss before taxation	<u>(6,035)</u>	<u>(8,379)</u>
Notional tax on loss before taxation, calculated at the applicable rate of 16.5% (2021: 16.5%)	(996)	(1,382)
Tax effect of non-taxable income	(279)	(64)
Tax effect of non-deductible expenses	1,273	1,443
Tax effect of temporary difference not recognised	<u>2</u>	<u>3</u>
Actual tax expense	<u>–</u>	<u>–</u>

- (d) At 31 March 2022, the Company has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$52,581,011 (2021: approximately HK\$52,581,011) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction. The tax losses do not expire under current tax legislation and subject to the final assessment by the tax authority in respect of jurisdiction where the tax losses arising from.

The Company had no other significant potential deferred tax assets and liabilities for the years ended 31 March 2022 and 2021 and at 31 March 2022 and 2021.

8. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to equity shareholders of the Company is based on the following data:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Loss attributable to ordinary equity shareholders of the Company for the purpose of computing basic loss per share	<u>6,035</u>	<u>8,379</u>
	Number of shares	
	2022 '000	2021 '000 (restated)
Weighted average number of ordinary shares for the purpose of computing basic loss per share	<u>197,422</u>	<u>194,989</u>

The weighted average number of ordinary shares used for the purpose of calculating basic loss per share for the year ended 31 March 2021 has been adjusted to reflect bonus element in rights issue during the year ended 31 March 2022. Basic loss per share for the year ended 31 March 2021 has been restated accordingly.

(b) Diluted loss per share

There were no dilutive potential ordinary shares during the years ended 31 March 2022 and 2021, and therefore diluted loss per share is the same as the basic loss per share.

9. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Unlisted fund investment (trading and investment security) – at fair value		
Unlisted partnership investment	<u>–</u>	<u>432</u>

10. DIVIDEND

The Directors do not propose any dividend for the year ended 31 March 2022 (2021: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING RESULTS

For the year ended 31 March 2022 (the “Year”), the Company recorded a loss for the year of approximately HK\$6,035,000 (2021: loss of approximately HK\$8,379,000), representing a decrease in loss for the year of approximately HK\$2,344,000 as compared with the year ended 31 March 2021 mainly due to the net investment gain recognized, an increase in other income, and the lower general and administrative expenses incurred for the Year. Net investment gain of approximately HK\$474,000 was recognized this year as compared with the net investment loss of approximately HK\$938,000 recorded last year. The net investment gain was mainly due to the final distribution from the financial asset at fair value through profit or loss. The general and administrative expenses for the Year amounted to approximately HK\$7,590,000, representing a decrease of approximately HK\$212,000 as compared with last year. The decrease was mainly due to lower consultancy fee, depreciation charge, and legal and professional fees incurred for the Year.

BUSINESS REVIEW AND PROSPECTS

During the first quarter of 2022, Hong Kong’s economic situation deteriorated significantly. The worldwide diminished demand and epidemic-induced logistic restrictions brought about substantial reduction in exports. On the other hand, the fifth wave of epidemic and restrictive measures dampened economic activities and investment sentiment across all sectors in the region. Real Gross Domestic Product fell by 4.0% on a year-on-year basis.

The local stock market was volatile in the first quarter of 2022. The Hang Seng Index experienced a substantial correction of more than 25% between mid-February and mid-March on fears of an imminent tightening U.S. monetary policy, the situation in Ukraine and the gloomy economy in Mainland China. Residential property market in the first quarter also remained weak. Property prices fell further together with turnover.

In March this year, upon completion of the Rights Issue (as defined hereinbelow), the Company successfully raised approximately HK\$41.7 million (net of expenses) new capital for its investment and operational purposes. In the last couple of months, the Company examined prospective investments in the healthcare and pharmaceutical sector, bio-technology sector, telecommunications sector and energy sector, which have experienced high growth and are in general undervalued. Apart from the aforementioned potential investments, the Company also considered investment opportunities including but not limited to undervalued listed and unlisted securities, distressed assets, non-performing assets and non-performing asset management companies for medium to long term capital appreciation purpose. It is anticipated that the new capital raised through the Rights Issue (as defined hereinbelow) for future investment and business development objective would be utilized by the end of March 2023.

While the Company cannot agree more on the recent commentary made by Blackrock, an experienced asset manager in Greater China, that the Hong Kong market is “extremely attractive” after preceding corrections last year, the Company believes that it is an ideal point of time for it to establish a new investment portfolio. In the coming financial year, the Company looks forward to attaining lucrative return for the shareholders of the Company (the “Shareholders”, each a “Shareholder”) through effective management of investments in the portfolio.

SIGNIFICANT INVESTMENTS HELD

During the Year, the only investment held by the Company was CMHJ Technology Fund II, L.P. (“CMHJ” or the “Fund”). CMHJ was an exempted limited partnership registered in the Cayman Islands on 28 September 2005 and has been registered under the Private Funds Act of the Cayman Islands on 7 August 2020. The principal activity of CMHJ was to make venture capital investments, principally by investing in and holding equity and equity-oriented securities of privately-held early stage to Pre-Initial Public Offering companies in the technology-enabled services and products industries with substantial markets and/or operations (planned or existing) in Mainland China.

In September 2021, the Company was notified by the general partner of CMHJ that all the investments of the Fund have been disposed of and the Fund shall be liquidated and a final distribution shall be made by CMHJ to the limited partners of the Fund. Final distribution of approximately US\$117,000, equivalent to approximately HK\$906,000, was received by the Company from CMHJ in September 2021. Net realized investment gain from dissolution of CMHJ of approximately HK\$474,000 was recognized during the Year.

Save as disclosed above, the Company did not hold any significant investment as at 31 March 2022.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company did not have any acquisitions and disposals of subsidiaries, associates and joint ventures during the Year.

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSET

The Company had not executed any agreement in respect of material investment or capital asset and did not have any other plans relating to material investment or capital asset as at the date of this announcement. Nonetheless, if any potential investment opportunity arises in the coming future, the Company will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Company and the Shareholders as a whole. The potential investment opportunity will be funded by internal resources, including the proceeds from the Rights Issue (as defined hereinbelow).

LOANS FROM A CONTROLLING SHAREHOLDER

In October and November 2020, the Company entered into two loan agreements with Renown Future Limited (“**Renown Future**”), a controlling Shareholder of the Company, pursuant to which Renown Future agreed to provide two loans to the Company in the principal amount of up to HK\$2,500,000 and HK\$10,000,000 respectively. The loans did not bear interest and were repayable within one year. As at 31 March 2021, HK\$3,500,000 has been drawn and used as working capital of the Company and the Company has unutilised loan amount of HK\$9,000,000 under the loan agreements with Renown Future.

In April and June 2021, the Company entered into loan extension agreements with Renown Future to extend the maturity dates of these loans to 31 December 2022. The drawdown period of the HK\$9,000,000 unutilised amount of the second loan has also been extended to 31 December 2022. The first loan of principal amount of HK\$2,500,000 shall carry interest at Hong Kong Interbank Offered Rate for the interest period of 12 months after the extension of the loan maturity with effect from 29 April 2021. As at 31 March 2022, loans from Renown Future amounted to approximately HK\$4,010,000, which comprised principal amount of loans drawn of HK\$4,000,000 and accrued interest of approximately HK\$10,000. Save as disclosed above, the other terms and conditions of the loan agreements remained unchanged.

DIVIDEND

The Directors did not recommend the payment of a dividend for the Year (2021: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

As of 31 March 2022, the Company had cash and bank balances of approximately HK\$40,091,000 (2021: approximately HK\$1,327,000). The Company had loans from a controlling Shareholder of approximately HK\$4,010,000 (comprised principal amount of loans drawn of HK\$4,000,000 and accrued interest of approximately HK\$10,000) as at 31 March 2022 (2021: approximately HK\$3,500,000) which were repayable on 31 December 2022. Details of the loans from the controlling Shareholder are disclosed in the section “Loans from a Controlling Shareholder” above). The gearing ratio of the Company as at 31 March 2022 was approximately 0.1 (2021: approximately 1.5), which was calculated based on the Company’s total borrowings to total assets.

On 6 January 2022, the Board proposed a rights issue on the basis of one rights share of the Company for every two existing ordinary shares of the Company (the “**Shares**”, each a “**Share**”) held on the record date at the subscription price (the “**Subscription Price**”) of HK\$0.68 per rights Share (the “**Rights Issue**”) which was completed on 28 March 2022. The closing price of the Share was HK\$1.70 per Share on 6 January 2022, being the date on which the Rights Issue was announced.

The Company was of the view that the Rights Issue would enable the Company to strengthen its capital base and to enhance its financial position without increasing its debt or finance costs in contrary to other fund-raising alternatives available to the Company.

On 6 January 2022, the Company also entered into a placing agreement with Gransing Securities Co., Limited (the “**Placing Agent**”), pursuant to which the Placing Agent has conditionally agreed to procure placee(s) (the “**Placee(s)**”), on a best effort basis, to subscribe for the rights Shares that are not subscribed by the qualifying Shareholders of the Company (the “**Qualifying Shareholders**”) under the Rights Issue (the “**Unsubscribed Rights Shares**”) and the rights Share(s) which would otherwise has/have been provisionally allotted to the excluded Shareholder(s) (the Shareholder(s) with registered address(es) outside Hong Kong which was/were not offered the rights Shares) in nil-paid form that has/have not been sold by the Company (the “**ES Unsold Rights Shares**”).

As disclosed in the announcement of the Company dated 28 March 2022, the Company received a total of 14 valid acceptances and applications under the provisional allotment letters in respect of a total of 1,971,250 rights Shares, representing approximately 2.28% of the total number of rights Shares available for subscription under the Rights Issue. As at 5:00 p.m. on Friday, 25 March 2022, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, 62,500,000 Unsubscribed Rights Shares, representing approximately 26.34% of the issued Shares immediately upon completion of the Rights Issue, were successfully placed at the placing price of HK\$0.68 per Share, representing nil premium over the Subscription Price, to independent Placees.

Accordingly, the gross proceeds and the net proceeds (after deducting expenses) raised from the Rights Issue (including the Placing) are approximately HK\$43.8 million and approximately HK\$41.7 million, respectively. On this basis, the net price per rights Share is approximately HK\$0.647 per Share.

On 29 March 2022, 64,471,250 Shares with an aggregate nominal value of HK\$6,447,125 were issued pursuant to the Rights Issue.

The intended and actual use of proceeds from the Rights Issue up to 31 March 2022 is set out as follows:

Business objectives as stated in the prospectus	Intended use of net proceeds from Rights Issue <i>(HK\$ million)</i>	Actual amount utilised up to 31 March 2022 <i>(HK\$ million)</i>	Remaining unutilised balance as at 31 March 2022 <i>(HK\$ million)</i>	Expected timeline for unutilised net proceeds
Repayment in full of a loan and related interests from a licensed money lender	5.1	5.1	–	N/A
Future investments and business development pursuant to the investment objectives of the Company	27.2	–	27.2	by 31 March 2023
General working capital of the Company	9.4	0.3	9.1	by 31 March 2023
	41.7	5.4	36.3	

The unutilised net proceeds from the Rights Issue as at 31 March 2022 were deposited with Hong Kong licensed banks.

Please refer to the prospectus of the Company dated 24 February 2022 and the announcements of the Company dated 6 January 2022, 17 March 2022 and 28 March 2022 for the details of the Rights Issue.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Company held assets and liabilities denominated in Hong Kong Dollars (“**HKD**”), Renminbi (“**RMB**”) and US Dollars (“**USD**”). The Company’s cash and cash equivalents were denominated in HKD and USD. Accordingly, it is subjected to limited exposure of foreign exchange fluctuation. As it is the Company’s policy to maintain relatively minimal exposure to foreign exchange risks, the Company had not used any derivatives and other instruments for currency exchange hedging purposes.

CHARGE ON COMPANY’S ASSETS AND CONTINGENT LIABILITIES

As at 31 March 2022, there was no charge on the Company’s assets or any significant contingent liabilities (2021: Nil).

COMMITMENTS

The Company had no capital commitments as at 31 March 2022 (2021: Nil).

CAPITAL STRUCTURE

The capital structure of the Company is composed of equity and debt.

As at 31 March 2022, the total number of ordinary shares of HK\$0.10 each in the Company in issue was 237,271,250 (2021: 172,800,000).

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2022, the Company had 5 employees (2021: 4), including the executive Director. The remuneration paid to the employees of the Company, including the executive Director, during the Year amounted to approximately HK\$2,527,000 (2021: approximately HK\$2,700,000).

The Company's remuneration policies are in line with the prevailing market practice and are determined on the basis of the performance and experience of the individual employees.

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

Save as disclosed herein, the Company did not purchase, sell or redeem any of its shares during the Year (2021: Nil).

EVENTS AFTER THE REPORTING PERIOD

Proposed Change of Company Name

Following the passing of the special resolution for the change of Company name at the special general meeting of the Company held on 28 June 2022, the proposed change of Company name is subject to approval of the Registrar of Companies in Bermuda. The relevant filings with the Registrar of Companies in Bermuda will be made. The Proposed Change of Company Name will take effect after satisfaction of the above conditions and from the date of entry of the new English and Chinese secondary names of the Company into the register of companies maintained by the Registrar of Companies in Bermuda in place of the existing names. The Registrar of Companies in Bermuda shall issue a certificate of change of name of the Company and a certificate of secondary name of the Company. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

CORPORATE GOVERNANCE

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices and the corporate governance principles of the Company are adopted in the best interest of the Company and the Shareholders. The Company has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company’s code of corporate governance practices. During the Year, the Company has complied with the code provisions under the CG Code.

SCOPE OF WORK OF CROWE (HK) CPA LIMITED

The figures in respect of the Company’s statement of financial position, statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2022 as set out in this results announcement have been agreed by the Company’s auditors, Crowe (HK) CPA Limited, to the amounts set out in the Company’s audited financial statements for the Year. The work performed by Crowe (HK) CPA 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 Crowe (HK) CPA Limited, on this results announcement.

AUDIT COMMITTEE

The Audit Committee, comprising a non-executive Director, namely Mr. Yip Hoi Chung, and all four independent non-executive Directors, namely Ms. Ma Yin Fan, Mr. Xu Yanfa, Ms. Yan Yan and Mr. Lam King, had reviewed with the management of the Company the accounting principles and practices adopted by the Company and discussed the auditing, internal control, risk management and financial reporting matters.

The Audit Committee had reviewed the Company’s audited financial statements for the Year.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” (the “**Model Code**”) set out in Appendix 10 to the Listing Rules regarding securities transactions by Directors. Having made specific enquiries with all Directors, the Directors confirmed that they had complied with the required standards laid down in the Model Code throughout the Year.

By Order of the Board
Youth Champ Financial Group Holdings Limited
Xu Yanfa
Chairman

Tianjin, the PRC, 29 June 2022

As at the date of this announcement, the Board comprises Ms. Chan Mei Yan as executive Director; Mr. Yip Hoi Chung (Vice Chairman), Mr. Lee Hung Yuen, Ms. Guo Yanchun and Mr. Chen Huaiyuan as non-executive Directors; and Mr. Xu Yanfa (Chairman), Ms. Ma Yin Fan, Ms. Yan Yan and Mr. Lam King as independent non-executive Directors.