

# Jiujiuwang Food International Limited 久久王食品国际有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 1927



# 2022

Interim  
Report

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Zheng Zhenzhong (*Chairman and chief executive officer*)  
Mr. Zheng Guosi  
Mr. Chen Kan

### Independent non-executive Directors

Mr. Wang Linan  
Mr. Wu Shiming  
Mr. Chen Congming

## AUTHORISED REPRESENTATIVES

Mr. Chen Kan  
Mr. Ng Shing Kin (*member of HKICPA*)

## COMPANY SECRETARY

Mr. Ng Shing Kin (*member of HKICPA*)

## AUDIT COMMITTEE MEMBERS

Mr. Wu Shiming (*Chairman*)  
Mr. Wang Linan  
Mr. Chen Congming

## REMUNERATION COMMITTEE MEMBERS

Mr. Wang Linan (*Chairman*)  
Mr. Zheng Zhenzhong  
Mr. Chen Congming

## NOMINATION COMMITTEE MEMBERS

Mr. Zheng Zhenzhong (*Chairman*)  
Mr. Chen Congming  
Mr. Wang Linan

## PRINCIPAL SHARE REGISTRAR

Ogier Global (Cayman) Limited  
89 Nexus Way, Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

## LEGAL ADVISER TO THE COMPANY

*As to Hong Kong law*  
Ince & Co  
Suites 4404–10, 44th Floor  
One Island East, 18 Westlands Road  
Taikoo Place, Hong Kong

## COMPLIANCE ADVISER

Lego Corporate Finance Limited  
Room 1601, 16/F, China Building  
29 Queen's Road Central, Hong Kong

## AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants  
31th, Gloucester Tower, The Landmark  
11 Pedder Street, Central, Hong Kong SAR

# CORPORATE INFORMATION

## PRINCIPAL BANKERS

China Everbright Bank Co., Ltd.  
Quanzhou Jinjiang sub-branch  
1/F, Aipai Centre, Quan'an Road  
Quetang Community, Luoshan Street  
Jinjiang City, Fujian Province, PRC

Industrial Bank Co., Ltd.  
Jinjiang sub-branch  
Industrial Bank Building  
No. 271 Chongde Road  
Jinjiang City, Fujian Province, PRC

PingAn Bank Co., Ltd.  
Quanzhou Jinjiang sub-branch  
1/F, Baolong Hotel  
No. 1558, Quan'an Central Road  
Jinjiang City, Fujian Province, PRC

## HEADQUARTERS

No. 398 Ping An East Road  
Xukeng Industrial Zone  
Luoshan Street, Jinjiang City  
Fujian Province, PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 4401–10, 44/F, One Island East  
18 Westlands Road, Taikoo Place  
Hong Kong

## HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong  
Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

## COMPANY WEBSITE

[www.jiujiuwang.com](http://www.jiujiuwang.com)

## STOCK CODE

1927

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

We are a confectionary products manufacturer in the People's Republic of China (the "PRC"). We manufacture and sell confectionary products, including gum-based candies, tablet candies, aerated candies and hard candies. We generally source raw materials from our suppliers, manufacture and package our confectionary products at our in-house production facilities, and either (i) sell our products under brands owned or licenced by our OEM customers in the PRC and to overseas countries or (ii) sell our products under our own brands, namely Coolsa (酷莎), Lalabo (拉拉卜) and Jiujiuwang (久久王), to distributors and end-consumers in the PRC. We own and operate our production facilities for manufacture of our confectionary products with a view to control our product quality, production costs and production schedule directly. Our factory is located in Jinjiang City, Fujian Province with a large site area, with a number of production lines to produce a large number of tonnes of our products.

During the six months ended 30 June 2022, the Group recorded a profit of approximately RMB10.1 million as compared to a profit of approximately RMB9.4 million for the corresponding period in 2021. The increase was mainly due to the net effect of (i) the decrease in Listing expenses of approximately RMB15.9 million, (ii) increase in research and development expenses for developing new products of approximately RMB4.7 million and (iii) the decrease in gross profit of approximately RMB10.1 million, which was in line with the decrease in revenue for the same period.

Since the outbreak of the epidemic caused by the COVID-19, major cities in the PRC have taken emergency public health measures. Our Group has implemented various measures in response to the COVID-19 epidemic. Looking forward, we will endeavor to strengthen the development of our existing business and to provide steady return as well as growth prospect for the Shareholders.

## FINANCIAL REVIEW

### Revenue

The Group's revenue decreased by approximately 4.1% from approximately RMB190.4 million for the six months ended 30 June 2021 to approximately RMB182.5 million for the six months ended 30 June 2022. The decrease in revenue was mainly attributable to the decrease in OEM products as a result of the decrease in our sales of the confectionary products to Gary & Bros Confectionary.



# MANAGEMENT DISCUSSION AND ANALYSIS

## Cost of sales

The Group's cost of sales mainly comprised of (i) direct materials costs; (ii) production costs; and (iii) direct labour costs. For the six months ended 30 June 2022 and 2021, the cost of sales amounted to approximately RMB131.3 million and RMB129.0 million, respectively, representing an increase of approximately 1.8%, which was mainly due to the increase in production costs arising from the increase in depreciation expense and other repair and electricity fee.

## Gross profit

The Group's gross profit, which is equal to the revenue minus cost of sales, for the six months ended 30 June 2022 was approximately RMB51.3 million, representing a decrease of approximately 16.4% from approximately RMB61.4 million for the six months ended 30 June 2021. The decrease in gross profit was in line with the decrease in revenue for the same period. The Group's gross profit margin amounted to approximately 28.1% and 32.2% for the six months ended 30 June 2022 and 2021, respectively, which was mainly attributable to the increase in depreciation expenses due to the addition of property, plant and equipment and also the offering of lower gross profit margin for new products in order to promote those products.

## Other income and gain, net

The Group's other income and gain, net increased from approximately RMB0.8 million for the six months ended 30 June 2021 to approximately RMB1.3 million for the six months ended 30 June 2022. The increase in other income and gain, net was mainly due to the increase in exchange gain and government grants.

## Selling expenses

The Group's selling expenses mainly comprised of marketing and promotion expenses, staff costs, travelling expenses, and office expenses and others. The Group's selling expenses increased from approximately RMB15.2 million for the six months ended 30 June 2021 to approximately RMB19.3 million for the six months ended 30 June 2022. The increase in selling expenses was mainly due to the increase in marketing and promotion activities to our products during the period.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Administrative expenses

The Group's administrative expenses mainly comprised of depreciation and amortisation expenses, taxes and stamp duty, staff costs, Listing expenses and office expenses. The Group's administrative expenses decreased from approximately RMB22.9 million for the six months ended 30 June 2021 to approximately RMB12.4 million for the six months ended 30 June 2022, representing a decrease of approximately 45.9%. The decrease in administrative expenses was mainly attributable to the net effect of (i) the decrease of Listing expenses of approximately RMB15.9 million and (ii) the increase in research and development expenses for developing new products of approximately RMB4.7 million during the period.

## Income tax expenses

The Group's income tax expenses were approximately RMB8.5 million and RMB4.4 million for the six months ended 30 June 2021 and 2022, respectively. The decrease was mainly due to the decrease in taxable profit, after excluding non-deductible Listing expenses.

## Finance costs

The Group's finance costs remained unchanged at approximately RMB6.3 million for the six months ended 30 June 2021 and 2022.

## Profit

The Group recorded a profit of approximately RMB10.1 million for the six months ended 30 June 2022 as compared to a profit of approximately RMB9.4 million for the corresponding period in 2021. The increase was mainly due to the net effect of (i) the decrease in administrative expenses of approximately RMB10.5 million during the period; and (ii) the decrease in gross profit of approximately RMB10.1 million, which was in line with the decrease in revenue for the same period.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Use of net proceeds

The net proceeds (the “**Net Proceeds**”) from the Listing, after deducting the underwriting fees and commissions and estimated expenses paid by the Company in connection thereto, were approximately HK\$75.7 million. After the Listing, these proceeds were and will be used for the purposes in accordance with the future plans as set out in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 26 February 2021 (the “**Prospectus**”).

The Net Proceeds as at 30 June 2022 were used as follows:

	<b>Allocation of the IPO Proceeds</b>	<b>Utilised IPO Proceeds as at 30 June 2022</b>	<b>Unutilised IPO Proceeds as at 30 June 2022</b>	<b>Expected timeline for utilising the remaining unused Net Proceeds</b> <i>(Note)</i>
	HK\$ million	HK\$ million	HK\$ million	
Expansion of production capacities	40.3	38.7	1.6	December 2023
Replacement of machines in existing production lines	20.1	20.1	–	N/A
Partial repayment of bank loans	6.3	6.3	–	N/A
Enhancement of marketing efforts	6.7	6.7	–	N/A
General working capital	2.3	2.3	–	N/A
	75.7	74.1	1.6	

Note:

- (a) The unused proceeds are deposited in a licensed bank in the PRC.



# MANAGEMENT DISCUSSION AND ANALYSIS

## PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect its business, financial condition or results of operations:

1. Substantial amount of our revenue from OEM customers was derived from a few major OEM customers.
2. The Group relies on our third party distributors for the sale of our owned-branded products to their respective subdistributors and retailers. Termination of or failure to renew our distribution agreements with our third party distributors, may significantly decrease the sale of our owned-branded products.
3. The Group's business may be negatively affected if our third party distributors fail to comply with our distribution policies and if our third party distributors fail to perform as expected.
4. The Group generally does not enter into long term contracts nor contracts with minimum purchase requirement with our customers.
5. Unfavourable fluctuations in price, availability and quality of raw materials could cause material production delays and materially increase our costs of sales.
6. The outbreak of the COVID-19, may cause damage to its economy and as a result may adversely affect our business, results of operations and financial performance.
7. The Group's business is susceptible to food-borne illness claims and product liability claims, which may increase the likelihood of reputational risk.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in the Prospectus, the Group did not have other plans for material investments and capital assets as at 30 June 2022.

## Comparison of business strategies and actual business progress

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period is set out below:

<b>Business objective as stated in the Prospectus</b>	<b>Actual business progress up to 30 June 2022</b>
Expansion of production capacities	The Group used the Net Proceeds to finance the costs of construction of the new factory building of approximately HK\$38.7 million. The remaining unused Net Proceeds are expected to be incurred before December 2023.
Replacement of machines in existing production lines	The Group used approximately HK\$20.1 million to replace the machines in existing production lines.
Partial repayment of bank loans	The Group used approximately HK\$6.3 million to repay the bank loans.
Enhancement of marketing efforts	The Group engaged a marketing firm at a fee of approximately HK\$6.7 million for promotion of the brands to strengthen our market position in the confectionary industry in the PRC and enhance our brand recognition and awareness.
General working capital	The Group used approximately HK\$2.3 million for general working capital.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Principal risks and uncertainties in achieving our business strategies

Up to the date of this report, the Group faces certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus, and are summarised as follows:

- (1) The outbreak of the COVID-19, may cause damage to its economy and as a result may adversely affect our business plan to expand our production capacities and replace of machines in existing production lines;
- (2) When achieving our business plans, timing is everything. The Group may fail to grasp the business trend to determine the optimal time to hit the market or promote our brands; and
- (3) In an increasingly volatile and complex trading environment, the Group may face change of consumer behavior and high competition when we launch our marketing plan.

In order to alleviate the above risks and uncertainties in achieving our business strategies, we will ensure that our business plans are as resilient as possible to meet these challenges. We will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for us to lean on.

## LIQUIDITY AND FINANCIAL RESOURCES

### Capital structure

There has been no material change in the capital structure of the Company for the six months ended 30 June 2022.

### Cash position

As at 30 June 2022, the cash and cash equivalents of the Group amounted to approximately RMB27.8 million, representing a decrease of approximately 23.2% from approximately RMB36.2 million as at 31 December 2021. The decrease was mainly due to the purchase of property, plant and equipment.

### Borrowings

As at 30 June 2022, the total borrowings of the Group, all of which were denominated in RMB, amounted to approximately RMB206.8 million (as at 31 December 2021: approximately RMB213.4 million). Among the borrowings,

1. approximately RMB25.0 million (as at 31 December 2021: RMB31.0 million) was derived from the bank borrowings from the PRC bank which bears interest rate at 6.09% and was secured by corporate guarantee by independent third parties.

# MANAGEMENT DISCUSSION AND ANALYSIS

2. approximately RMB118.6 million (as at 31 December 2021: RMB119.0 million) was derived from the bank borrowings from the PRC bank which bears interest rate ranging from 3.35%–5.87% and was secured by right-of-use assets and property, plant and equipment of the Company.
3. approximately RMB26.5 million (as at 31 December 2021: RMB26.5 million) was derived from the bank borrowings from the PRC bank which bears interest rate at 5.22% and was secured by corporate guarantee by independent third parties and personal guarantee by the Directors and related parties of the Company. The personal guarantee by the Directors and related parties of the Company was released on 17 March 2021. During the period, the bank loan was renewed and it was secured by the personal guarantee by the Directors and related parties of the Company.
4. approximately RMB31.8 million (as at 31 December 2021: RMB32.0 million) was derived from the bank borrowings from PRC bank which bears interest rate at 5.5% and was secured by a subsidiary of the Company.
5. approximately RMB4.9 million (as at 31 December 2021: RMB4.9 million) was derived from bank borrowings from PRC bank which bears interest rate at 5.0% and was secured by the personal guarantee by the Directors and related parties of the Company. The guarantee was released on 17 March 2021. During the period, the bank loan was renewed and it was secured by the personal guarantee by the Directors and related parties of the Company.

## Pledge of assets

As at 30 June 2022, the Group had pledged certain assets to secure facilities granted to the Group included (i) the right-of-use assets with carrying amount of RMB22,538,000 (as at 31 December 2021: RMB22,828,000); (ii) the building with carrying amount of RMB112,436,000 (as at 31 December 2021: RMB114,470,000); and (iii) plant and machinery with carrying amount of RMB44,493,000 (as at 31 December 2021: RMB48,491,000).

# MANAGEMENT DISCUSSION AND ANALYSIS

## Gearing ratio

As at 30 June 2022, the gearing ratio of the Group was approximately 53.4% (as at 31 December 2021: approximately 56.2%). The decrease was mainly due to the repayment of bank borrowings during the period. The gearing ratio is calculated based on the bank borrowings divided by the total equity of the Group at the end of the respective period.

## DIVIDEND

The Board has resolved not to declare the payment of a dividend for the six months ended 30 June 2022 (2021: Nil).

## COMMITMENTS

As at 30 June 2022, the Group had capital commitments of approximately RMB1.2 million in respect of the acquisition of property, plant and equipment.

## MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

There was no other material acquisition or disposal of subsidiaries, associates or joint ventures during the period between 31 December 2021 and 30 June 2022.

## SIGNIFICANT INVESTMENTS HELD

As at 30 June 2022, the Group did not hold any significant investments.

## CONTINGENT LIABILITIES

As at 30 June 2022, the Group had no significant contingent liabilities (as at 31 December 2021: Nil).

## FOREIGN EXCHANGE EXPOSURE AND RELATED HEDGES

As at 30 June 2022, the Group's majority of the assets and liabilities, and income and expenses were denominated in Renminbi and Hong Kong Dollar. The Group had no significant exposure to fluctuations in exchange rates or under foreign exchange contracts, interest, currency swaps or other financial derivatives.

## TREASURY AND RISK MANAGEMENT

The Directors will continue to follow a prudent policy in managing the Group's cash and maintaining a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

# MANAGEMENT DISCUSSION AND ANALYSIS

As at 30 June 2022, the Group's credit risk is primarily attributable to trade receivables, other receivables and cash and cash equivalents.

As at 30 June 2022 and 31 December 2021, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arose from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

## **Trade receivables**

In order to minimise the credit risk, the management of the Group has delegated a team to be responsible for the determination of credit limits and credit approvals. The Group's monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on credit card trade receivables individually and the remaining trade receivables are grouped using a provision matrix with past due status grouping. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

## **Other receivables**

The management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information under ECL model upon application of HKFRS 9. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables.

## **Cash and cash equivalents**

The Group deposited its cash with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. The Directors monitor the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk was minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.



# MANAGEMENT DISCUSSION AND ANALYSIS

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2022, the Group had 438 employees (at 31 December 2021: 403 employees). Remuneration of employees (excluding the Directors) is determined with reference to market terms and in accordance with the performance, qualification and experience of each individual employee. The remuneration committee of the Company reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. As incentives or rewards for their contribution to the Group, the Group has adopted the share option scheme and may grant options under the share option scheme to reward its employees, the Directors and other selected participants for their contributions to the Group.

The Directors are of the view that employees are one of the keys to the sustainable development of the Group. The Directors believe that the Group maintains good working relations with its employees.

Employees are regarded as the most important and valuable assets of the Group. We provide various types of training to our employees, including (i) conducting in-house continuous professional development seminars; and (ii) provision of safety training programmes to enhance their safety awareness.

## LITIGATIONS

At 30 June 2022, the Group was not engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance pending or threatened by or against any member of the Group.

## PROSPECT

Our business objective is to strive to achieve sustainable growth and further enhance our position as a manufacturer of confectionary products in the PRC. We plan to leverage our competitive strengths and implement the following strategies: (i) expansion of production capacities; (ii) replacement of machines in our existing production lines; (iii) enhancement of marketing efforts, increase of sales through e-commerce channels and expansion of our distribution network; and (iv) expansion and enhancement of our product offerings through continuous product development efforts.

# MANAGEMENT DISCUSSION AND ANALYSIS

Historically, we are a confectionary products manufacturer in the PRC. We have focused on manufacturing and selling confectionary products, including gum-based candies, tablet candies, aerated candies and hard candies. We own and operate our production facilities for the manufacturing of our confectionary products with a view to control our product quality, production costs and production schedule directly. We believe that production facilities, product development and quality control are crucial to our competitiveness and success. Thus, we will put significant emphasis on purchasing and introducing new production lines, purchasing new equipment and machines for replacement of existing machines and equipment. We will also emphasis on product development and will commit to enhancing product quality to cater for changing consumer preferences and enhancing our product offerings.

One of our business strategies is to leverage on our production and product development capacities and experience in the manufacture and sale of our own-branded products. We manufacture and sell our confectionary products under brands owned or licenced by OEM customers in the PRC and to overseas countries. To enhance our marketing, we will engage a marketing firm for the promotion of our brands to strengthen our market position in the confectionary industry in the PRC and enhance our brand recognition and awareness, so as to increase our sales through e-commerce channel and enhance our distribution network.

We believe that the above business strategies will take advantage of the business opportunities and explore new markets with significant growth potential in the PRC. Looking ahead, the Group will endeavor to strengthen the development of its businesses to provide steady return as well as growth prospects for the Shareholders.

## CORPORATE GOVERNANCE PRACTICES

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. The Company has adopted and has complied with all the applicable code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules during the period, except for the deviations of paragraph A.2.1 of the CG Code, which is explained in the paragraph below.

# MANAGEMENT DISCUSSION AND ANALYSIS

Paragraph A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Currently, Mr. Zheng Zhenzhong ("**Mr. Zheng**") is our chairman and also the chief executive officer of our Company and he has been managing our Group's business and supervising the overall operations of our Group since its establishment. Having considered (i) the nature and extent of our Group's operations; (ii) Mr. Zheng's in-depth knowledge and experience in the confectionary industry and familiarity with the operations of our Group which is beneficial to the management and business development of our Group; and (iii) all major decisions are made in consultation with members of our Board and relevant Board committees, which consist of three independent non-executive Directors on our Board offering independent perspectives, our Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between our Board and the management of our Company and that it is in the best interest of our Group to have Mr. Zheng take up both roles. Our Board will continue to review and consider splitting the roles of the chairman of our Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Appendix 10 to the Listing Rules. The Company periodically issues notices to the Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group. Having made specific enquiry to the Directors, all Directors have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by the Directors throughout the period under review. The Company was not aware of any non-compliance in this respect during the six months ended 30 June 2022.

## **DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B (1) OF THE LISTING RULES**

During the six months ended 30 June 2022, there were no changes to the Directors' information that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

# MANAGEMENT DISCUSSION AND ANALYSIS

## COMPETING BUSINESS

Save as disclosed in the Prospectus and this report, the Directors are not aware of any business or interest of the Directors or the controlling Shareholders or any of their respective close associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the six months ended 30 June 2022.

## THE INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares (the "**Shares**"), underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Appendix 10 to the Listing Rules, were as follows:

### Long positions in the Shares

Name of Director	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Zheng Guosi	Interest in a controlled corporation ( <i>Note 1</i> ); interest held jointly with other persons ( <i>Note 3</i> );	576,179,908	72.75%
Mr. Zheng Zhenzhong	Interest in a controlled corporation ( <i>Note 2</i> ); interest held jointly with other persons ( <i>Note 3</i> )	576,179,908	72.75%

# MANAGEMENT DISCUSSION AND ANALYSIS

## Notes:

1. Mr. Zheng Guosi beneficially owns 100% of the entire issued share capital of Xiejia Limited ("**Xiejia**") which in turn beneficially owns 201,662,968 Shares (representing approximately 25.46% of the total number of issued Shares). Therefore, Mr. Zheng Guosi is deemed, or taken to be, interested in all the Shares held by Xiejia for the purposes of the SFO.
2. Mr. Zheng Zhenzhong beneficially owns 100% of the entire issued share capital of Jianeng International Limited ("**Jianeng**") which in turn beneficially owns 172,853,972 Shares (representing approximately 21.82% of the total number of issued Shares). Therefore, Mr. Zheng Zhenzhong is deemed, or taken to be, interested in all the Shares held by Jianeng for the purposes of the SFO.
3. On 29 March 2019, Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Zheng Guodian executed a confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) in respect of each of the members of our Group since the relevant period, details of which are set out in the section headed "History, development and Reorganisation — Parties acting in concert" in the Prospectus. As such they are deemed to be interested in the Shares held by each other. Mr. Zheng Guodian beneficially owns 100% of the entire issued share capital of Haisen International Limited ("**Haisen**") which in turn beneficially owns 201,662,968 Shares (representing approximately 25.46% of the total number of issued Shares). Therefore, Mr. Zheng Guodian is deemed, or taken to be, interested in all the Shares held by Haisen for the purposes of the SFO.

## Long positions in the shares of associated corporations

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Zheng Guodian	Haisen	Beneficial owner	one	100%
Mr. Zheng Guosi	Xiejia	Beneficial owner	one	100%
Mr. Zheng Zhenzhong	Jianeng	Beneficial owner	one	100%

# MANAGEMENT DISCUSSION AND ANALYSIS

Save as disclosed above and so far as is known to the Directors, at 30 June 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Appendix 10 to the Listing Rules.

## THE INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

At 30 June 2022, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

### Long positions in the shares

Name of shareholders	Capacity	Number of ordinary shares interested	Approximate percentage of shareholding
Xiejia	Beneficial owner	201,662,968	25.46%
Ms. Wu Zihong	Interest of spouse (Note 1)	576,179,908	72.75%
Haisen	Beneficial owner	201,662,968	25.46%
Mr. Zheng Guodian	Interest in a controlled corporation (Note 2); interest held jointly with other persons (Note 3)	576,179,908	72.75%
Ms. Hong Mali	Interest of spouse (Note 4)	576,179,908	72.75%
Jianeng	Beneficial owner	172,853,972	21.82%
Ms. Su Li	Interest of spouse (Note 5)	576,179,908	72.75%



# MANAGEMENT DISCUSSION AND ANALYSIS

## Notes:

1. Ms. Wu Zihong is the spouse of Mr. Zheng Guosi. Under the SFO, Ms. Wu Zihong is deemed to be interested in the Shares in which Mr. Zheng Guosi is interested.
2. Mr. Zheng Guodian beneficially owns 100% of the entire issued share capital of Haisen which in turn beneficially owns 201,662,968 Shares (representing approximately 25.46% of the total number of issued Shares). Therefore, Mr. Zheng Guodian is deemed, or taken to be, interested in all the Shares held by Haisen for the purposes of the SFO.
3. On 29 March 2019, Mr. Zheng Zhenzhong, Mr. Zheng Guosi and Mr. Zheng Guodian executed a confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) in respect of each of the members of our Group since the relevant period, details of which are set out in the section headed "History, development and Reorganisation — Parties acting in concert" in the Prospectus. As such they are deemed to be interested in the Shares held by each others.
4. Ms. Hong Mali is the spouse of Mr. Zheng Guodian. Under the SFO, Ms. Hong Mali is deemed to be interested in the Shares in which Mr. Zheng Guodian is interested.
5. Ms. Su Li is the spouse of Mr. Zheng Zhenzhong. Under the SFO, Ms. Su Li is deemed to be interested in all the Shares in which Mr. Zheng Zhenzhong is interested.

Save as disclosed above, at 30 June 2022, the Directors were not aware of any interests or short positions of any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Share Option Scheme**") on 18 February 2021. During the six months ended 30 June 2022, no option was granted, exercised, cancelled or lapsed under the Share Option Scheme. The principal terms of the Share Option Scheme are summarised as follows.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. Purpose

The purpose of the Share Option Scheme is to enable the Group to grant options to the Eligible Participants (as defined in below) as incentives or rewards for their contribution to the Group and to provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the Group's objectives.

## 2. Who may join

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph 7 below to the following persons ("**Eligible Participants**"):

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any Directors (including independent non-executive Directors) of our Company or any of its subsidiaries;
- (iii) any advisers, consultants, suppliers, customers and agents to our Company or any of its subsidiaries; and
- (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to our Group, the assessment criteria of which are:
  - (aa) contribution to the development and performance of our Group;
  - (bb) quality of work performed for our Group;
  - (cc) initiative and commitment in performing his/her duties; and
  - (dd) length of service or contribution to our Group.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 3. Maximum number of the Shares

The maximum number of Shares which may be issued upon exercise of all options to be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of our Company must not in aggregate exceed 10% of the total number of Shares in issue on the date on which our Shares were listed and from which dealings therein were permitted to take place on the Stock Exchange (i.e. 16 March 2021) (but taking no account of any Shares which may be issued under the exercise of the Over-allotment Option), being 79,200,000 Shares (the “**Scheme Limit**”), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company). Subject to the issue of a circular by our Company and the approval of our Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue (the “**New Scheme Limit**”) as at the date of the approval by our Shareholders in general meeting; and/or
- (ii) grant options beyond the Scheme Limit to Eligible Participants specifically identified by the Board. The circular issued by our Company to our Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the Shares in issue from time to time (the “**Maximum Limit**”). No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the Maximum Limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial

# MANAGEMENT DISCUSSION AND ANALYSIS

adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with the paragraph headed "(r) Effect of alterations to capital" on page VI-28 of the Prospectus whether by way of capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

As at the date of this report, no Share options have been granted by the Company since the adoption of the Share Option Scheme and the outstanding number of Share options available for grant under the Scheme is 79,200,000 Share options to subscribe for the Shares, representing approximately 10% of the issued share capital of the Company. As such, no share options have been exercised, cancelled or lapsed during the period.

## 4. Limit for each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Company (including both exercised, outstanding options and Shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of our Company but subsequently cancelled) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules.

## 5. Exercise of an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The minimum period for which an option must be held before it can be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme by the Shareholders of our Company (the "**Adoption Date**"). Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 6. Acceptance of an offer of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer for the grant of an option to subscribe for Shares granted pursuant to the Share Option Scheme may be accepted by an Eligible Participant in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option by such Eligible Participant. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

Subject to the paragraph headed “(z) Obtaining necessary consent” on page VI-31 of the Prospectus, an option shall be exercisable in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the grantee by giving notice in writing to our Company stating that the option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the exercise price for the Shares in respect of which the notice is given.

Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate issued by the auditors to our Company or the independent financial adviser, our Company shall accordingly allot and issue the relevant number of Shares to the grantee credited as fully paid and issue to the grantee share certificates in respect of the Shares so allotted. The exercise of any option shall be subject to our Shareholders in general meeting approving any necessary increase in the authorised share capital of our Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 7. Subscription price

The subscription price of a Share in respect of any option granted under the Share Option Scheme shall, subject to any adjustments made in accordance with the paragraph headed "(r) Effect of alterations to capital" on page VI-28 of the Prospectus, be at the absolute discretion of the Board, provided that it shall be not less than the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the ordinary shares of the Company for the six months ended 30 June 2022.

## **EVENT AFTER REPORTING PERIOD**

There has been no significant event that affected the Group after 30 June 2022 and up to the date of this report.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Group has adopted the required standard of dealings, as set out in Appendix 10 to the Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors during the six months ended 30 June 2022.



# MANAGEMENT DISCUSSION AND ANALYSIS

## AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”), comprising three independent non-executive Directors, namely Mr. Wu Shiming, Mr. Wang Linan and Mr. Chen Congming, together with the management of the Company, have reviewed the accounting principles and policies adopted by the Group and discussed internal controls and financial reporting matters and the unaudited consolidated financial statements for the six months ended 30 June 2022. The Audit Committee has also reviewed this report and is of the opinion that such financial statements of the Group for the six months ended 30 June 2022 comply with the applicable accounting standards and the Listing Rules and that adequate disclosures have been made.

On behalf of the Board

**Zheng Zhenzhong**

*Chairman and executive Director*

Hong Kong, 24 August 2022

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2022

	Notes	For the six months ended 30 June	
		2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Revenue	4	182,544	190,350
Cost of sales		(131,270)	(128,971)
Gross profit		51,274	61,379
Other income and gain, net	5	1,280	824
Selling expenses		(19,345)	(15,181)
Administrative expenses		(12,388)	(22,919)
Finance costs	6	(6,304)	(6,262)
Profit before taxation	7	14,517	17,841
Taxation	8	(4,401)	(8,484)
<b>Profit for the period</b>		<b>10,116</b>	9,357
<b>Profit for the period attributable to owners of the Company</b>		<b>10,116</b>	9,357
Items that may be reclassified subsequently to profit or loss:			
Exchange difference translation of foreign operations		(912)	(510)
Other comprehensive expense for the period, net of tax		(912)	(510)
Total comprehensive income for the period attributable to owners of the Company		9,204	8,847
<b>Earnings per share attributable to owners of the Company</b>			
Basic and diluted (RMB cents)	10	1.3	1.3

The accompanying notes form an integral part of these consolidated financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	<i>Notes</i>	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	<b>302,628</b>	305,139
Right-of-use assets		<b>44,951</b>	22,828
Deferred tax assets		<b>134</b>	134
		<b>347,713</b>	328,101
<b>Current assets</b>			
Inventories		<b>82,184</b>	99,754
Trade receivables	12	<b>121,540</b>	114,339
Prepayments and other receivables	13	<b>66,290</b>	40,286
Cash and cash equivalents		<b>27,804</b>	36,197
		<b>297,818</b>	290,576
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	14	<b>27,101</b>	22,393
Contract liabilities		<b>1,529</b>	1,128
Bank borrowings		<b>206,805</b>	213,410
Lease liabilities		<b>10,732</b>	–
Tax payables		<b>1,326</b>	1,702
		<b>247,493</b>	238,633
<b>Net current assets</b>		<b>50,325</b>	51,943
<b>Total assets less current liabilities</b>		<b>398,038</b>	380,044
<b>Non current liability</b>			
Lease liabilities		<b>8,790</b>	–
<b>Net assets</b>		<b>389,248</b>	380,044

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	Notes	30 June 2022 RMB'000 (unaudited)	31 December 2021 RMB'000 (audited)
<b>EQUITY</b>			
Share capital	15	532	532
Reserves		388,716	379,512
<b>Total equity</b>		<b>389,248</b>	380,044

**Zheng Zhenzhong**

*Executive Director*

**Zheng Guosi**

*Executive Director*

The accompanying notes form an integral part of these consolidated financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

	Attributable to equity holders of the Company						
	Share capital RMB'000	Share Premium RMB'000	Capital Reserve RMB'000 <i>(Note a)</i>	Statutory surplus reserve RMB'000 <i>(Note b)</i>	Exchange reserve RMB'000	Retained earnings RMB'000	Total RMB'000
At 1 January 2021 (audited)	350	-	3,990	27,203	618	228,503	260,664
Profit for the period	-	-	-	-	-	9,357	9,357
Other comprehensive expense for the period	-	-	-	-	(510)	-	(510)
Total comprehensive income for the period	-	-	-	-	(510)	9,357	8,847
Shares issued pursuant to the Capitalisation	51	(51)	-	-	-	-	-
Shares issued pursuant to the Listing	131	124,258	-	-	-	-	124,389
Listing expenses charged to share premium	-	(32,185)	-	-	-	-	(32,185)
Transfer to statutory surplus reserve	-	-	-	2,348	-	(2,348)	-
At 30 June 2021 (unaudited)	532	92,022	3,990	29,551	108	235,512	361,715
At 1 January 2022 (audited)	<b>532</b>	<b>92,022</b>	<b>3,990</b>	<b>31,182</b>	<b>505</b>	<b>251,813</b>	<b>380,044</b>
Profit for the period	-	-	-	-	-	10,116	10,116
Other comprehensive expense for the period	-	-	-	-	(912)	-	(912)
Total comprehensive income for the period	-	-	-	-	(912)	10,116	9,204
Transfer to statutory surplus reserve	-	-	-	1,153	-	(1,153)	-
At 30 June 2022 (unaudited)	<b>532</b>	<b>92,022</b>	<b>3,990</b>	<b>32,335</b>	<b>(407)</b>	<b>260,776</b>	<b>389,248</b>

Notes:

- The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the consideration received pursuant to the group reorganisation.
- As stipulated by the relevant laws and regulations for foreign investment enterprises in the PRC, the Company's PRC subsidiary is required to maintain a statutory surplus reserve fund. Appropriation to such reserve is made out of net profit after taxation as reflected in the statutory financial statements of the PRC subsidiary in accordance with the relevant laws and regulations applicable to the PRC enterprise. The appropriation may cease to apply if the balance of statutory surplus reserve has reached 50% of the PRC subsidiary registered capital. The statutory surplus reserve fund can be used to makeup prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2022

	For the six months ended 30 June	
	2022 RMB'000	2021 RMB'000
	<i>Notes</i>	
<b>Net cash generated from/(used in) operating activities</b>	<b>10,229</b>	(11,684)
<b>Investing activities</b>		
Interest received	<b>39</b>	56
Purchases of property, plant and equipment	<b>(29,585)</b>	(19,637)
<b>Net cash used in investing activities</b>	<b>(29,546)</b>	(19,581)
<b>Financing activities</b>		
Proceeds from bank borrowings	<b>139,395</b>	97,080
Repayment on bank borrowings	<b>(146,000)</b>	(97,625)
Proceeds from share issued pursuant to the Listing, net of corresponding Listing expenses	–	92,204
Advance from/(to) a director	<b>5,223</b>	(578)
Addition of lease liabilities	<b>23,275</b>	–
Repayment of lease liabilities	<b>(3,753)</b>	–
Interest paid	<b>(6,304)</b>	(6,262)
<b>Net cash generated from financing activities</b>	<b>11,836</b>	84,819
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(7,481)</b>	53,554
<b>Cash and cash equivalents at the beginning of the period/year</b>	<b>36,197</b>	28,468
Effect of exchange rate changes	<b>(912)</b>	(510)
<b>Cash and cash equivalents at the end of the period/year</b>	<b>27,804</b>	81,512
<b>Analysis of the balances of cash and cash equivalents</b>		
Cash and cash equivalents	<b>27,804</b>	81,512



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 1. BASIS OF PREPARATION

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

The unaudited condensed consolidated interim financial statements are presented in thousands of Renminbi (“**RMB’000**”), unless otherwise stated.

The interim financial report has been prepared in accordance with same accounting policies adopted in the 2021 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2022 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgement, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

## 2. APPLICATION OF AMENDMENTS TO HKFRSs

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

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

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

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 3. OPERATING SEGMENT

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 identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. During the six months ended, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, do not contain profit or loss information of each product line or geographical area and the executive directors reviewed the financial result of the Group as a whole report under HKFRSs.

The Group currently operates one operating segment which is revenue from sale of the confectionary products. Accordingly, the Group does not have separately reportable segments.

### Geographical information

The Group's operations and non-current assets are located in the PRC. Information about the revenue based on the geographical locations of the customers are detailed below:

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
PRC	156,594	172,238
Asia (excluding PRC) (Note 1)	11,060	6,311
Europe (Note 2)	10,870	9,826
Others (Note 3)	4,020	1,975
	<b>182,544</b>	190,350

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 3. OPERATING SEGMENT (CONTINUED)

### Geographical information (Continued)

Notes:

- (1) Included Philippines, United Arab Emirates, Korea, Indonesia and Vietnam.
- (2) Included Germany, Poland, the United Kingdom, Lithuania, Denmark, Spain and France.
- (3) Included Australia, Argentina, Brazil, Ecuador and the United States of America.

### Information about major customers

Revenue from major customers, contributing over 10% or more of the total sales of the Group during the six months ended 30 June 2022 and 2021 are as follow:

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Customer A	29,959	40,023
Customer B	—*	21,348

- \* Customer B does not contribute over 10% or more of the total sales of the Group for the six months ended 30 June 2022.

As at 30 June 2022 and 2021, 16.8% and 41.1% respectively of the Group's trade receivable were due from those customers.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 4. REVENUE

Revenue represents the fair value of amounts received and receivable for goods sold by the Group to outside customers, less discount and other allowance for the period, and is analysed as follow:

	<b>For the six months ended 30 June</b>	
	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(unaudited)
Analysed by type of products		
OEM products	<b>63,201</b>	81,359
Own-branded products		
— Coolsa	<b>100,685</b>	91,320
— Lalabo	<b>15,749</b>	14,966
— Jiujiuwang	<b>2,909</b>	2,705
Sale of good, recognised at a point in time	<b>182,544</b>	190,350

Transaction prices are fixed in respective contracts. Unsatisfied performance obligations at 30 June 2022 and 2021 have expected duration of less than one year and are thus not disclosed as permitted under HKFRS 15.

## 5. OTHER INCOME AND GAIN, NET

	<b>For the six months ended 30 June</b>	
	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(unaudited)
Bank interest income	<b>39</b>	56
Exchange gain	<b>439</b>	160
Rental income	<b>13</b>	13
Government grants	<b>770</b>	595
Others	<b>19</b>	–
	<b>1,280</b>	824

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 6. FINANCE COSTS

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Interest expenses on — bank borrowings wholly repayable within five years	<b>6,304</b>	6,262

## 7. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Cost of inventories recognised as expenses	<b>101,924</b>	102,828
Depreciation of property, plant and equipment	<b>9,427</b>	8,155
Depreciation of right-of-use assets	<b>531</b>	289
Employee benefit expenses (including directors' emoluments)	<b>19,566</b>	21,773
Listing expenses	—	15,924

## 8. TAXATION

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
The taxation charge comprises:		
Current tax		
— PRC Enterprise Income Tax	<b>4,401</b>	8,484

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 8. TAXATION (CONTINUED)

### Hong Kong

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong profits tax has been made as the Group had no estimated assessable profits arising from Hong Kong during the period (2021: Nil).

### The PRC

The PRC Enterprise Income Tax (“**PRC EIT**”) is calculated at the applicable tax rates in accordance with the relevant laws and regulations in the PRC.

Under the PRC Enterprise Income Tax Law (the “**EIT Law**”) and Implementation Regulations of the EIT Law, the tax rate of a PRC subsidiary is 25% from 1 January 2008 onwards.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

## 9. DIVIDENDS

The Board of Directors do not recommend the payment of any dividend for the six months ended 30 June 2022 (2021: Nil).

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 10. EARNINGS PER SHARE ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

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

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
<b>Earnings</b>		
Earnings for the purposes of basic and diluted loss per share	10,116	9,357
	'000	'000
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	792,000	710,600

For the six months ended 30 June 2021, the weighted average number of ordinary shares are on the basis of 594,000,000 shares of the Company in issue, being the number of shares in issue immediately after the completion of capitalisation issue and the addition of 198,000,000 shares in issue pursuant to the Global Offering on 16 March 2021.

Diluted earnings per share were same as the basic earnings per share as there were no potential dilutive ordinary shares in existences during the six months ended 30 June 2022 and 2021.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 11. PROPERTY, PLANT AND EQUIPMENT

As at 30 June 2022, the Group's buildings and plant and machinery with a carrying amounts of approximately RMB156,929,000 (31 December 2021: RMB162,961,000) respectively have been pledged as securing credit facilities granted to the bank.

During the six months ended 30 June 2022, the Group has paid RMB29,585,000 (2021: RMB19,581,000) on acquisition on property, plant and equipment.

## 12. TRADE RECEIVABLES

	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
Trade receivables	<b>122,076</b>	114,875
Less: allowance for expected credit losses	<b>(536)</b>	(536)
	<b>121,540</b>	114,339

The Group's trade receivables are attributable to a number of independent customers with credit terms. The Group normally allows a credit period of 0 days to 180 days to its customers.

Ageing analysis of trade receivables (net of allowance for expected credit losses) presented, based on invoice date, as at the end of each of the reporting periods is as follows:

	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
Within 30 days	<b>39,425</b>	31,964
31–60 days	<b>29,389</b>	26,466
61–90 days	<b>15,979</b>	22,012
91–180 days	<b>34,941</b>	33,228
181–365 days	<b>1,806</b>	669
Over 365 days	<b>–</b>	–
	<b>121,540</b>	114,339



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 12. TRADE RECEIVABLES (CONTINUED)

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit limit to each customer on an individual basis. Credit limited attributed to customers are reviewed when necessary. All of the Group's trade receivables that are past due but not impaired have no history of defaulting on repayment. As at 30 June 2022 and 2021, the Group does not charge interest nor hold any collateral over the balances.

### Movement in the allowance for expected credit losses on trade receivables

	RMB'000
Balance as at 1 January 2021	480
Net allowance for expected credit losses	56
Balance as at 31 December 2021 and 1 January 2022	536
Net allowance for expected credit losses	-
Balance as at 30 June 2022	<b>536</b>

## 13. PREPAYMENTS AND OTHER RECEIVABLES

	As at	
	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
Prepayment (Note)	<b>66,047</b>	39,603
Other receivables	<b>243</b>	683
	<b>66,290</b>	40,286

Note: Include in prepayments, approximately RMB59,396,000 (31 December 2021: RMB34,103,000) represented the prepayments for purchase of raw material as at 30 June 2022.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 14. TRADE AND OTHER PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

	As at	
	30 June 2022 RMB'000 (unaudited)	31 December 2021 RMB'000 (audited)
Within 30 days	2,738	4,152
31–60 days	1,046	1,499
61–90 days	756	–
Total trade payables	4,540	5,651
Accruals and other payables	9,757	9,161
Amount due to a director	12,804	7,581
	27,101	22,393

Credit periods of trade payables normally granted by its suppliers were up to 60 days.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 15. SHARE CAPITAL

	<b>30 June 2022 Number '000 (unaudited)</b>	31 December 2021 Number '000 (audited)	<b>30 June 2022 US\$'000 (unaudited)</b>	31 December 2021 US\$'000 (audited)
Authorised:				
As at 1 January	<b>2,000,000</b>	515	<b>200</b>	52
Share subdivision ( <i>Note i</i> )	-	1,999,485	-	148
As at 30 June 2022/ 31 December 2021	<b>2,000,000</b>	2,000,000	<b>200</b>	200
Issued and fully paid:				
As at 1 January	<b>792,000</b>	515	<b>80</b>	52
Share subdivision ( <i>Note i</i> )	-	514,949	-	-
Shares issued under the Capitalisation Issue ( <i>Note ii</i> )	-	78,536	-	8
Shares issued pursuant to the Global Offering ( <i>Note iii</i> )	-	198,000	-	20
As at 30 June 2022/31 December 2021	<b>792,000</b>	792,000	<b>80</b>	80
Show in the consolidated statement of financial position (in RMB'000)			<b>532</b>	532

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 15. SHARE CAPITAL (CONTINUED)

Notes:

- (i) On 10 February 2021, the Company resolved that, among others, (i) the authorised share capital of our Company be increased from US\$51,546.4 to US\$200,000 by the creation of an additional 1,484,536 Shares of US\$0.1 each ranking pari passu in all aspects with the existing issued Shares and (ii) immediately thereafter all the issued and unissued Shares at a par value of US\$0.1 each be subdivided into 1,000 Shares at a par value of US\$0.0001 each such that the authorised share capital of our Company shall be US\$200,000 divided into 2,000,000,000 Shares at a par value of US\$0.0001 each and the issued share capital of our Company shall be US\$51,546.4 divided into 515,464,000 Shares at a par value of US\$0.0001 each.
- (ii) Pursuant to a written resolution of the shareholders of the Company (the **"Shareholders"**) passed on 18 February 2021, subject to the share premium account of the Company being credited as a result of the global offering of the Company's shares, the Directors were authorised to allot and issue a total of 78,536,000 shares credited as fully paid at par to the then Shareholders by way of capitalisation of an amount of approximately HK\$61,000 (equivalent to RMB51,000) standing to the credit of the share premium account of the Company.
- (iii) On 16 March 2021, the Company issued 198,000,000 ordinary shares of US\$0.0001 each at a price of HK\$0.75 each pursuant to the global offering. Gross proceeds amounting to HK\$148,500,000 (equivalent to approximately RMB124,389,000) was raised from the global offering, of which approximately HK\$156,000 (equivalent to approximately RMB131,000) and HK\$148,344,000 (equivalent to approximately RMB124,258,000) was credited to the share capital and share premium account respectively. Listing expenses of approximately RMB32,185,000 was deducted from the share premium account.

## 16. PLEDGE OF ASSETS

As at 30 June 2022 and 31 December 2021, the following assets of the Group were pledged to banks to secure the bank borrowings granted to the Group.

	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
Building	<b>112,436</b>	114,470
Plant and machinery	<b>44,493</b>	48,491
Right-of-use assets	<b>22,538</b>	22,828
	<b>179,467</b>	185,789

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

## 17. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in this interim report, the Group entered the following material related party transactions:

### (a) Compensation of key management personnel

The remuneration of key management personnel (representing directors) during the period are set out as follows:

	For the six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Salaries, allowances and benefits in kind	533	489
Retirement scheme contribution	42	45
	575	534

### (b) Amount due to a director

	30 June 2022 RMB'000 (unaudited)	31 December 2021 RMB'000 (audited)
Mr. Zheng Zhenzhong	12,804	7,581

The amount due to a director are unsecured, interest-free and repayable on demand.

## 18. CAPITAL COMMITMENTS

As at 30 June 2022, the Group had capital commitment of approximately RMB1,180,000 (31 December 2021: RMB30,765,000) in respect of acquisition of property, plant and equipment.