



寧波萬豪控股股份有限公司

Ningbo WanHao Holdings Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

Stock code: 8249

Interim Report

2013

* For identification purposes only

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Ningbo WanHao Holdings Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to Ningbo WanHao Holdings Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RESULTS

For the three months and six months ended 30 June 2013

	Notes	(Unaudited) For the three months ended 30 June		(Unaudited) For the six months ended 30 June	
		2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Revenue	(2)&(3)	14,198	2,475	15,188	4,263
Cost of sales		(13,549)	(2,221)	(14,308)	(3,527)
Gross profit		649	254	880	736
Other income	(4)	(28)	18	16	317
Selling and distribution expenses		(84)	(180)	(221)	(307)
Administrative expenses	(8)	(2,826)	(4,965)	(5,773)	(9,758)
Loss from operations		(2,289)	(4,873)	(5,098)	(9,012)
Finance cost		(221)	(394)	(222)	(794)
Loss before tax		(2,510)	(5,267)	(5,320)	(9,806)
Income tax expenses	(5)	-	-	-	-
Loss for the period		(2,510)	(5,267)	(5,320)	(9,806)
Attributable to:					
Owners of the Company		(2,510)	(5,232)	(5,320)	(9,770)
Non-controlling interests		-	(35)	-	(36)
		(2,510)	(5,267)	(5,320)	(9,806)
Loss per share					
— Basic (cents per share)	(7)	(0.50 cents)	(1.05 cents)	(1.06 cents)	(1.96 cents)

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 June 2013

	Notes	(Unaudited) 30 June 2013 RMB'000	(Audited) 31 December 2012 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		4,951	4,672
Investment properties		1,123	1,152
Prepaid lease payments		4,477	4,599
		10,551	10,423
Current assets			
Inventories		5,487	4,420
Trade receivables	(9)	777	3,647
Prepayments, deposits and other receivables		1,825	1,010
Paid in advances		2,114	2,977
Prepaid lease payment		242	242
Bank balances and cash		2,447	6,604
		12,892	18,900
Current liabilities			
Trade payables	(10)	48,241	48,856
Other payables and accruals		46,837	50,400
Receipt in advances		2,153	826
Amounts due to directors		–	427
Amount due to a major shareholder		15,247	33,041
Dividends payable		4,440	4,440
Bank borrowings	(12)	19,000	–
Other borrowing	(11)	11,000	9,500
		146,918	147,490
Net current liabilities		(134,026)	(128,590)
Total assets less current liabilities		(123,475)	(118,167)
Capital and reserves			
Share capital		50,000	50,000
Reserves		(173,331)	(168,023)
Equity attributable to owners of the Company		(123,331)	(118,023)
Non-controlling interests		(144)	(144)
		(123,475)	(118,167)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 June 2013

	Attributable to owners of the Company								
	Share capital	Capital reserve	Other reserve	Statutory surplus reserve	Translation reserve	Accumulated losses	Total	Non-Controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2012	50,000	40,449	-	24,998	5,535	(482,771)	(361,789)	(100)	(361,889)
Exchange differences	-	-	-	-	(178)	-	(178)	-	(178)
Loss for the period	-	-	-	-	-	(9,770)	(9,770)	(36)	(9,806)
At 30 June 2012	50,000	40,449	-	24,998	5,357	(492,541)	(371,737)	(136)	(371,873)
At 1 January 2013	50,000	40,449	256,623	24,998	-	(490,093)	(118,023)	(144)	(118,167)
Exchange differences	-	-	-	-	12	-	12	-	12
Loss for the period	-	-	-	-	-	(5,320)	(5,320)	-	(5,320)
At 30 June 2013	50,000	40,449	256,623	24,998	12	(495,413)	(123,331)	(144)	(123,475)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2013.

	(Unaudited) Six months ended 30 June 2013 RMB'000	(Unaudited) Six months ended 30 June 2012 RMB'000
Net cash inflow/(outflow) from operating activities	(5,543)	(2,941)
Net cash inflow/(outflow) from investing activities	(1,099)	607
Net cash inflow/(outflow) from financing activities	2,485	2,232
(Decrease)/increase in cash and cash equivalents	(4,157)	(102)
Cash and cash equivalents at the beginning of period	6,604	2,205
Cash and cash equivalents at the end of period	2,447	2,103
Analysis of balances of cash and cash equivalents:		
Bank balances and cash	2,447	2,103

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENT

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards “HKFRS” and Hong Kong Accounting Standards “HKAS” (collectively “HKFRSs”), HKAS 34: Interim Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

The accounting policies and basis of preparation adopted in unaudited consolidated interim results for the six months ended 30 June 2013 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2012.

The condensed consolidated interim results for the six months ended 30 June 2013 are unaudited and have been reviewed by the audit committee of the Company.

2. TURNOVER

The Group is principally engaged in the design, manufacture and sale of intelligent controller systems for various consumer electrical and electronic appliances and the assembly of mobile phones in the PRC. Turnover is stated net of value added tax.

	(Unaudited) For the three months ended 30 June		(Unaudited) For the six months ended 30 June	
	2013	2012	2013	2012
	RMB’000	RMB’000	RMB’000	RMB’000
Turnover				
Sales of controller systems for consumer electrical and electronic appliances	8,554	1,789	8,681	2,923
Manufacture of mobile phone controller systems and assembly of mobile phones	5,644	686	6,507	1,340
	14,198	2,475	15,188	4,263
Other revenues				
Bank interest income	–	–	–	–
Others	(28)	18	16	317
	(28)	18	16	317
Total revenues	14,170	2,493	15,204	4,580

3. SEGMENT INFORMATION

	Controller systems for consumer electrical and electronic appliances (Unaudited)		Manufacture of mobile phone controller systems and assembly of mobile phones (Unaudited)		Total (Unaudited)	
	Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
	2013	2012	2013	2012	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Turnover	8,681	2,923	6,507	1,340	15,188	4,263
Segment result	335	139	545	597	880	736
Unallocated revenues					16	317
Unallocated costs					(5,994)	(10,065)
Operating loss					(5,098)	(9,012)
Finance costs					(222)	(794)
Loss before taxation					(5,320)	(9,806)
Taxation					-	-
Loss after taxation					(5,320)	(9,806)
Minority interests					-	(36)
Loss attributable to shareholders					(5,320)	(9,770)
Unallocated depreciation					953	3,681
Segment assets	9,377	19,201	14,066	8,839	23,443	28,040
Unallocated assets					-	2,438
Total assets					23,443	30,478
Segment liabilities	31,104	71,485	20,736	47,657	51,840	119,142
Unallocated liabilities					95,078	283,209
Total liabilities					146,918	402,351

4. Other income

During the period ended 30 June 2013, the Group has incurred approximately Nil (2012: RMB250,000) for waiver of amounts due to directors as other income.

5. INCOME TAX EXPENSES

The amount of taxation charged to the consolidated profit and loss account represents:

	(Unaudited) For the three months ended 30 June		(Unaudited) For the six months ended 30 June	
	2013	2012	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000
Current taxation:				
— PRC income tax	—	—	—	—
Taxation charges	—	—	—	—

- (a) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable Hong Kong profits for the period (2012: Nil).
- (b) The Group is subject to an income tax rate of 25% on their taxable profit in accordance with the income tax law in the PRC, (2012: 25%).

6. DIVIDEND

The Board does not recommend payment of interim dividend for the six months ended 30 June 2013 (six months ended 30 June 2012: nil).

7. LOSS PER SHARE

Loss per share is calculated based on Group's loss attributable to shareholders for the three and six months ended 30 June 2013 of approximately RMB2,510,000 and RMB5,320,000 (2012: RMB5,232,000 and RMB9,770,000) and the number of 500,000,000 (2012: 500,000,000) ordinary shares in issue during the period.

Diluted earnings per share is not presented as the Company has no dilutive potential ordinary shares during the period (2012: Nil).

8. ADMINISTRATIVE EXPENSES

During the period ended 30 June 2013, the Company has incurred depreciation expense approximately RMB953,000 (2012: RMB3,681,000) and salaries approximately RMB888,000 (2012: RMB2,630,000).

9. TRADE RECEIVABLES

The ageing analysis of the trade receivables is analysed as follows:

	30 June 2013 RMB'000	31 December 2012 RMB'000
Current to 90 days	636	3,595
91 to 180 days	28	–
181 to 365 days	51	52
Over 365 days	62	–
	777	3,647

The normal credit terms granted to customers are of 60–90 days.

10. TRADE PAYABLES

The ageing analysis of the trade payables is analysed as follows:

	30 June 2013 RMB'000	31 December 2012 RMB'000
Current to 90 days	22	783
91 to 180 days	258	160
181 to 365 days	696	273
Over 365 days	47,265	47,640
	48,241	48,856

11. OTHER BORROWING

The borrowing from Wanli Group, a major shareholder of the Company, represents a short-term loan bearing no interest (2012: Nil per annum). The borrowing is unsecured and repayable within one year.

12. BANK BORROWINGS

At 30 June 2013, the bank borrowings represented a bank revolving loan bear interest at 7.2% per annum and repayable within one year. The bank borrowings were secured by the Group's investment property and prepaid lease payment with aggregate net book value of approximately of RMB1,123,000 and RMB4,719,000 respectively.

13. CONTINGENT LIABILITIES

As at 30 June 2013, the Group has no guarantee contract with banks to provide guarantee to secure the bank facilities granted to a third party (31 December 2012: Nil).

14. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current period presentation to align with the financial statements presentation of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group is principally engaged in the design, manufacture and sales of intelligent controller systems for mobile phones, TV sets and various consumer electrical and electronic appliances and the assembly of mobile phones.

During the period under review, the Group started new strategies in the manufacturing and selling of mobile phones, and the sales improved after re-location of factory in April 2013. Required capital would be introduced if the prospect is good and the developments are going on in stable manner.

Prospect

The Group is waiting for emergence of profitable opportunities before expanding current operation.

Financial review

Results

The Group recorded a turnover of approximately RMB15,188,000 for the six months ended 30 June 2013, representing an increase of approximately RMB10,925,000 (2012: RMB4,263,000), and loss attributable to shareholders was approximately RMB5,320,000, representing a decrease of approximately RMB4,450,000 (2012: RMB9,770,000). Main reason for the increase in turnover was due to marketing effort.

Gross profit

For the six months ended 30 June 2013, the Group achieved an overall gross profit of approximately RMB880,000, representing an increase of approximately RMB144,000 over the corresponding period in previous year (2012: Gross profit RMB736,000). Overheads were maintained at reasonable level leading to controllable losses comparable to that of first quarter period.

Financial Resources and liquidity

As at 30 June 2013, the Group had net current liabilities of approximately RMB134,026,000 (2012: RMB128,590,000).

Current assets amounted to approximately RMB12,892,000, of which approximately RMB2,447,000 were bank balances and cash (2012: RMB6,604,000). On the other hand, the Group had current liabilities of RMB146,918,000, mainly were trade payables; other payables and accruals; amount due to a major shareholder plus other borrowing and bank borrowings (2012: RMB147,490,000).

The Group is working to solve outstanding trade payables, other payables and accruals. The Group expects to solve major balances for the year ended 31 December 2013.

As at 30 June 2013, the Group had bank borrowings RMB19,000,000 (2012: Nil). Please also refer to condensed consolidated cash flow statement for details.

The Group's gearing ratio as at 30 June 2013 was 81.0% (2012: Nil), which is expressed as a percentage of the total bank borrowings over the total assets.

Other

The Group had not held any significant investment for the six months ended 30 June 2013 and made no material acquisitions or disposals during the current period.

Foreign exchange risk

For the six months ended 30 June 2013, the Group's income and expenses were denominated in RMB while certain procurement transactions were settled in US dollars. The Group regulated its outstanding foreign exchange balance by conducting sales settled in US dollars to reduce its foreign exchange exposure. Since the existing bank loans are repayable in RMB, there was no material foreign exchange risk. The Group will review and monitor foreign exchange risk from time to time and may enter into forward swap contracts to hedge such risks where appropriate.

Employee and Remuneration Policies

As at 30 June 2013, total remuneration cost of the Group was approximately RMB888,000 (2012: approximately RMB2,630,000) and the Group had 23 employees (2012: 123 employees). Remuneration is determined by reference to market terms and performance, qualifications and experience of individual employee. Discretionary bonuses based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to retirement scheme.

RIGHTS OF DIRECTORS, CHIEF EXECUTIVE AND SUPERVISORS TO ACQUIRE SHARES

During the six months ended 30 June 2013, none of the Directors, chief executive (if any) (the "Chief Executive") or supervisors of the Company (the "Supervisors") or their spouse or children under the age of 18 was granted any right to acquire shares of the Company or any of its associated corporation (as referred below), or had exercised any such right.

DISCLOSURE OF INTERESTS AND SHORT POSITIONS

So far as known to the Directors, at 30 June 2013, the interests and short positions of each Directors, Chief Executive and Supervisor in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealings by directors of listed issuers as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), were as follows:

Long positions in shares

Name of Director/ Chief Executive/ Supervisor	Domestic Shares of RMB0.10 each (the "Domestic Shares") held	Nature of interest	Approximate percentage of shareholding held in same class of securities	Approximate percentage of shareholding in the registered capital
Mr. Zhu Guo An	204,610,230 Domestic Shares (note 2)	Interest of controlled corporation (note 1)	55.30%	40.92%
Mr. Zhu Guo Dan	102,289,770 Domestic Shares (note 2)	Interest of controlled corporation (note 1)	27.65%	20.46%
Mr. Qi Yong Qiang	63,100,000 Domestic Shares (note 2)	Beneficial owner	17.05%	12.62%

Notes:

- (1) Wan Li Group Company Limited (a joint stock limited company incorporated in the PRC) is beneficially owed as to 66.67% by Mr. Zhu Guo An and as to 33.33% by Mr. Zhu Guo Dan and as such, Mr. Zhu Guo An and Mr. Zhu Guo Dan are deemed to be interested in the 204,610,230 Shares and 102,289,770 Shares respectively.
- (2) Domestic Shares of a nominal value of RMB0.10 each, in the registered capital of the Company, which are subscribed for or credited as fully-paid in Renminbi.

Save as disclosed above, at no time during the six months ended 30 June 2013 the Directors, Chief Executives and Supervisors (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares of the Company or its associated corporations (within the meaning of SFO).

Apart from the above, at no time during the six months ended 30 June 2013 was the Company or its subsidiaries a party to any arrangement enabling the Directors, Chief Executives and Supervisors of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporation.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES OF THE COMPANY

Long positions in shares

According to the register of substantial shareholders maintained under section 336 of the SFO, as at 30 June 2013, the Company had been notified the following substantial shareholders' were interested in 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors, Chief Executives and Supervisors.

Name of shareholder	Number of shares held	Nature of interest	Approximate percentage of shareholding in same class of securities	Approximate percentage of shareholding in the registered capital
Wan Li Group Company Limited	306,900,000 Domestic Shares (note 2)	Beneficial owner	82.95%	61.38%
Zhu Guo An	204,610,230 Domestic Shares (note 2)	Interest of controlled corporation	55.30%	40.92%
Zhu Guo Dan	102,289,770 Domestic Shares (note 2)	Interest of controlled corporation	27.65%	20.46%
Qi Yong Qiang	63,100,000 Domestic Shares	Beneficial owner	17.05%	12.62%
Martin Currie China Hedge Fund Limited	14,245,000 H Shares (note 1)	Investment manager	10.96%	2.85%
Martin Currie Investment Management Limited	14,245,000 H shares (note 1)	Investment manager	10.96%	2.85%

Notes:

- (1) "H Share(s)" represent overseas listed foreign share(s) of a nominal value of RMB0.10 each in the registered capital of the Company, which are listed on the GEM and subscribed for and traded in Hong Kong dollars. Save as disclosed above, as at 30 June 2013, the Directors are not aware of any person, not being a Director, Chief Executive or Supervisor, have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and are required to be entered in the register maintained by the Company pursuant to section 336 of the SFO.
- (2) Wan Li Group Company Limited (a joint stock limited company incorporated in the PRC) is beneficially owned as to 66.67% by Mr. Zhu Guo An and as to 33.33% by Mr. Zhu Guo Dan and as such, Mr. Zhu Guo An and Mr. Zhu Guo Dan are deemed to be interested in the 204,610,230 Shares and 102,289,770 Shares respectively.

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

During the period under review, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

COMPETING INTERESTS

None of the Directors, Supervisors and the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business that directly or indirectly competes with the business of the Group or has any other conflicts of interest.

CORPORATE GOVERNANCE

For the six months ended 30 June 2013, the Company has also complied with the code provisions set out in the Code on Corporate Governance Code (effective from 1 April 2012) as stated in Appendix 15 of the GEM Listing Rules except the following deviations (Code Provisions A.2.1 and E.1.2):

Mr. Zhu Guo An is the Chairman of the board of directors. The Company has no such title as the chief executive officer and the daily operation and management of the Company is monitored by the executive directors as well as the senior management. The Board is of the view that although there is no chief executive officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting the operations of the Company.

AUDIT COMMITTEE

The Company has established an audit committee since 1 June 2003 with written terms of reference (updated on 28 June 2013) based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the requirements as set out in Rules 5.28 and 5.29 of the GEM Listing Rules. The audit committee comprises three independent non-executive Directors of the Company, namely Mr. Kwok Kim Hung Eddie, who is the Chairman of such committee, Mr. Lu Xiang Tai and Mr. Jiang Mei Yin.

The Audit Committee has reviewed with the senior management of the Company the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters, including the review of the Group's unaudited consolidated financial statements for the six months ended 30 June 2013.

By order of the board
Ningbo WanHao Holdings Company Limited
Zhu Guo An
Chairman

Ningbo, The PRC, 13 August 2013

As at the date of this report, the Board comprises the following directors:

EXECUTIVE DIRECTORS

Mr. Zhu Guo An
Mr. Qi Yong Qiang
Mr. Zhu Chun Rong

NON-EXECUTIVE DIRECTORS

Mr. Jiang Guo Ping
Mr. Zheng Xin
Mr. Zhu Guo Dan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwok Kim Hung Eddie
Mr. Lu Xiang Tai
Mr. Jiang Mei Yin