



**Wan Cheng Metal Packaging Company Limited**  
**萬成金屬包裝有限公司**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8291

**Third Quarterly Report 2018**

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 Wan Cheng Metal Packaging Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of the Stock Exchange for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## Summary

- Revenue for the nine months ended 30 September 2018 amounted to approximately RMB72.8 million (nine months ended 30 September 2017: approximately RMB73.1 million), representing a decrease of approximately 0.5% as compared with corresponding period.
- Loss attributable to owners of the Company for the nine months ended 30 September 2018 amounted to approximately RMB6.9 million while turnaround from profit attributable to owners of the Company for the nine months ended 30 September 2017 amounted to approximately RMB2.6 million.
- Basic loss per share for the nine months ended 30 September 2018 amounted to approximately RMB1.72 cent while turnaround from basic earnings per share for the nine months ended 30 September 2017 amounted approximately RMB0.8 cent.

## Unaudited Third Quarterly Results

The board of Directors (the “**Board**”) of Wan Cheng Metal Packaging Company Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months and nine months ended 30 September 2018 together with the comparative figures in 2017 as follows:

## Unaudited Condensed Consolidated Statement of Comprehensive Income

For the nine months ended 30 September 2018

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)	2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
<b>Revenue</b>	2	20,972	16,355	72,779	73,143
Cost of sales		(20,070)	(13,107)	(60,406)	(54,760)
<b>Gross profit</b>		902	3,248	12,373	18,383
Other income and gains	2	420	(66)	890	158
Selling expenses		(596)	(473)	(1,563)	(1,382)
Administrative and other expenses		(4,470)	(3,618)	(16,995)	(11,334)
Finance costs		(776)	(701)	(2,210)	(1,962)
<b>(Loss)/profit before income tax</b>		(4,520)	(1,610)	(7,505)	3,863
Income tax expense	3	638	1,049	638	(1,259)
<b>(Loss)/profit for the period</b>		(3,882)	(561)	(6,867)	2,604

## Unaudited Condensed Consolidated Statement of Comprehensive Income (Continued)

For the nine months ended 30 September 2018

	Three months ended 30 September		Nine months ended 30 September	
	2018	2017	2018	2017
	Notes RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)
<b>Other comprehensive income/(loss) for the period:</b>				
<i>Item that may be subsequently reclassified to profit and loss</i>				
Exchange differences on translating foreign operations	1,869	(1,384)	5,339	(1,852)
	1,869	(1,384)	5,339	(1,852)
<b>Total comprehensive (loss)/income for the period attributable to the owners of the Company</b>	<b>(2,013)</b>	<b>(1,945)</b>	<b>(1,528)</b>	752
<b>(Loss)/earnings per share attributable to owners of the Company for the period</b>				
— basic and diluted (RMB cents)	5 <b>(0.97)</b>	(0.14)	<b>(1.72)</b>	0.80

# Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2018

	Equity attributable to owners of the Company								
	Share capital	Share premium	Statutory reserve fund	Capital reserve	Share option reserve	Exchange reserve	Merger reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2017 (Audited)	2,505	38,089	3,826	7,200	—	3,607	(35,783)	28,627	48,071
Profit for the period	—	—	—	—	—	—	—	2,604	2,604
Exchange difference on translating foreign operation	—	—	—	—	—	(1,852)	—	—	(1,852)
<b>Total comprehensive (loss)/income for the period</b>	—	—	—	—	—	(1,852)	—	2,604	752
Issue of shares by way of share offer	867	47,785	—	—	—	—	—	—	48,652
<b>At 30 September 2017 (Unaudited)</b>	<b>3,372</b>	<b>85,874</b>	<b>3,826</b>	<b>7,200</b>	<b>—</b>	<b>1,755</b>	<b>(35,783)</b>	<b>31,231</b>	<b>97,475</b>
At 1 January 2018 (Audited)	3,372	87,552	3,826	7,200	—	1,725	(35,783)	25,073	92,965
Loss for the period	—	—	—	—	—	—	—	(6,867)	(6,867)
Exchange difference on translating foreign operation	—	—	—	—	—	5,339	—	—	5,339
<b>Total comprehensive income/(loss) for the period</b>	—	—	—	—	—	5,339	—	(6,867)	(1,528)
Share options issued	—	—	—	—	5,632	—	—	—	5,632
<b>At 30 September 2018 (Unaudited)</b>	<b>3,372</b>	<b>87,552</b>	<b>3,826</b>	<b>7,200</b>	<b>5,632</b>	<b>7,064</b>	<b>(35,783)</b>	<b>18,206</b>	<b>97,069</b>

# Notes to the Unaudited Condensed Consolidated Financial Results

## 1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 21 April 2016 and its registered office is located at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and its principal place of business in Hong Kong is Suite 1203, 12th Floor, Shanghai Industrial Investment Building, 60 Hennessy Road, Wanchai, Hong Kong. The shares of the Company were listed on the GEM of the Stock Exchange by way of share offer since 18 July 2017.

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in the manufacturing and sales of tinplate packaging products in the People's Republic of China (the "PRC").

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 are consistent with those adopted in the preparation of annual report of the Company dated 28 March 2018 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "New and Revised HKFRSs") (which include add HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

# Notes to the Unaudited Condensed Consolidated Financial Results (Continued)

## 1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 30 September 2018. The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 have been prepared on the historical cost basis. The functional currency of the Company is Hong Kong dollar ("**HK\$**"). The unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 are presented in Renminbi ("**RMB**") instead of its functional currency as RMB is the principal currency of the economic environment on which the Group operates. All values are rounded to the nearest thousands, except when otherwise indicated.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.

## Notes to the Unaudited Condensed Consolidated Financial Results (Continued)

### 2. REVENUE/OTHER INCOME AND GAINS

The Group's principal activities are manufacturing and sales of tinplate packaging products.

Revenue from the Group's principal activities during the period under review is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)	2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
Revenue from tinplate packaging products	20,972	16,355	72,779	73,143
Other income and gains:				
Interest income from bank deposits	—	4	9	96
Sale of scrap materials	201	260	537	329
Others	219	(330)	344	(267)
	420	(66)	890	158

## Notes to the Unaudited Condensed Consolidated Financial Results (Continued)

### 3. INCOME TAX EXPENSE

	Three months ended 30 September		Nine months ended 30 September	
	2018	2017	2018	2017
	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)
Current income tax provision for the period	(638)	(1,049)	(638)	1,259

No Hong Kong profits tax was provided as the Group has no estimated assessable profit for the nine months ended 30 September 2018 and 2017.

The subsidiaries of the Company established in the PRC are subject to the PRC Enterprise Income Tax ("EIT"). EIT has been provided at the rate of 25% on the estimated assessable profits arising in the PRC for the nine months ended 30 September 2017 and 2018. The Group had no material unrecognised deferred tax as at 31 December 2017 and 30 September 2018.

### 4. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2018 (2017: Nil).

## Notes to the Unaudited Condensed Consolidated Financial Results (Continued)

### 5. (LOSS)/EARNINGS PER SHARE

The (loss)/earnings per share for the period are calculated based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2018	2017	2018	2017
	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)
(Loss)/profit attributable to owners of the Company for the purpose of calculating (loss)/earnings per share	(3,882)	(561)	(6,867)	2,604

	Number of shares			
	Three months ended 30 September		Nine months ended 30 September	
	2018	2017	2018	2017
	'000 (Unaudited)	'000 (Unaudited)	'000 (Unaudited)	'000 (Unaudited)
Weighted average number of ordinary shares for the purpose of calculating (loss)/earnings per share	400,000	400,000	400,000	327,306

## Notes to the Unaudited Condensed Consolidated Financial Results (Continued)

### 5. (LOSS)/EARNINGS PER SHARE (Continued)

The number of ordinary shares for the purpose of calculating basic (loss)/earnings per share has been determined on the assumption that the reorganisation issue as disclosed in the prospectus of the Company dated 29 June 2017 (the “**Prospectus**”) had been effective on 1 January 2017.

No diluted earnings per share is calculated for the three months and nine months ended 30 September 2017 and 2018 as there was no dilutive potential ordinary share in existence.

# Management Discussion and Analysis

## BUSINESS ACTIVITIES

The Group is principally engaged in manufacturing and sales of tinplate packaging products in the PRC. The shares of the Company were listed on the GEM (the “**Listing**”) on 18 July 2017 (the “**Listing Date**”). Since the listing of the Company’s share on the GEM, there has been no significant change in the business operations of the Group.

## BUSINESS REVIEW AND PROSPECT

During the nine months ended 30 September 2018, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC. The major products were tin cans and steel pails, which are generally used for storing paint and coatings.

The Group recorded a decrease in revenue by approximately RMB0.3 million, or approximately 0.5%, from approximately RMB73.1 million for the nine months ended 30 September 2017 to approximately RMB72.8 million for the nine months ended 30 September 2018, which was contributed by the drop in the average selling price of the Group’s tinplate packaging products.

The result for the period under review became loss of approximately RMB6.9 million for the nine months ended 30 September 2018 from profit of approximately RMB2.6 million for the nine months ended 30 September 2017. Such change was mainly due to the decrease in gross profit for the nine months ended 30 September 2018 and the recognition of share-based payments.

Looking forward, the Group is going to further consolidate its market share in the tinplate packaging business and to continue to expand domestically by implementing the following business strategies:

For steel pails, the Group purchased one new production line for production of steel pails to meet the potential growth on the Group’s revenue from the sales of steel pails so as to maintaining its competitiveness.

For tin cans, the Group upgraded of its existing production lines. The Group considers that upgrading of the production line will enhance the overall production efficiency as well as to have better control over the operating costs, and ultimately enhance the profitability.

## Management Discussion and Analysis (Continued)

As part of its strategy to expand its market share, the Group will attend certain exhibition for coatings and coating related products. The Group also plans to expand the sales team with experienced staff in order to focus on the soliciting of new customers for its product portfolio. The Group aims to achieve stable growth and reduces the concentration risk in any single customer group by the expansion of the customer base.

With the Group's experienced management team and reputation in the market, the Directors consider the Group to be well-positioned to compete against its competitors and future challenges.

### COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS AND USE OF PROCEEDS FROM THE SHARE OFFER

The Company successfully listed on the GEM on 18 July 2017 and 100,000,000 ordinary shares were issued at HK\$0.65 per share by way of share offer (the "**Share Offer**"). Net proceeds from the Share Offer was approximately HK\$33.4 million (after deducting the underwriting fees and other related expenses).

These proceeds are designated for the purposes in accordance the Prospectus, which is (i) approximately 56.1% of the net proceeds, representing approximately HK\$18.7 million to purchase of one new production line for production of steel pails, (ii) approximately 10.2% of the net proceeds, representing approximately HK\$3.4 million to upgrade of the Group's existing production line, (iii) approximately 27.4% of the net proceeds, representing approximately HK\$9.2 million to partial repayment of bank loan and (iv) approximately 6.3% of the net proceeds, representing approximately HK\$2.1 million for general working capital purposes.

## Management Discussion and Analysis (Continued)

As at 30 September 2018, the Group's planned application and actual utilisation of the net proceeds are set out below:

Use of proceeds	Net proceeds HK\$ million	Utilised HK\$ million
Purchase of production line for production of steel pails	18.7	18.7
Upgrade of existing production lines	3.4	3.4
Partial repayment of bank loan	9.2	9.2
General working capital	2.1	2.1
	33.4	33.4

## FINANCIAL REVIEW

### Revenue

During the nine months ended 30 September 2018, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC. The Group generally recognises revenue from the sales of tinplate packaging products upon delivery of the products to the customers with their acceptance of the Group's products.

Revenue from the sales of tin cans dropped by approximately RMB5.8 million, or approximately 14.4%, from approximately RMB40.3 million for the nine months ended 30 September 2017 to approximately RMB34.5 million for the nine months ended 30 September 2018. Such decrease was mainly due to the decrease in average selling price during the nine months ended 30 September 2018.

Revenue from the sales of steel pails, which have relatively higher average selling price per unit than tin cans, increased by approximately RMB0.7 million, or approximately 2.5%, from approximately RMB28.1 million for the nine months ended 30 September 2017 to approximately RMB28.8 million for the nine months ended 30 September 2018. Such increase was mainly due to the slightly increase in customer orders during the nine months ended 30 September 2018.

## Management Discussion and Analysis (Continued)

### Cost of sales

Cost of sales mainly comprised the cost of tinplate coil, tinplate processing costs, ancillary materials and consumables, staff costs, depreciation, utilities and repair, and maintenance costs. The cost of sales increased by approximately RMB5.6 million, or approximately 10.3% from approximately RMB54.8 million for the nine months ended 30 September 2017 to approximately RMB60.4 million for the nine months ended 30 September 2018. Such increase was mainly due to the higher average cost of tinplate coils consumed for our production during the nine months ended 30 September 2018 as compared to the nine months ended 30 September 2017.

### Gross profit and gross profit margin

Gross profit decreased from approximately RMB18.4 million for the nine months ended 30 September 2017 to approximately RMB12.4 million for the nine months ended 30 September 2018.

Gross profit margin decreased from approximately 25.1% for the nine months ended 30 September 2017 to 17.0% for the nine months ended 30 September 2018. The decrease was mainly due to the decrease in average selling price of the Group's products for the nine months ended 30 September 2018 as compared to the nine months ended 30 September 2017.

### Other income and gains

Other income and gains mainly represents the sales of scrap materials and interest income from bank deposits, which increased from approximately RMB0.2 million for the nine months ended 30 September 2017 to approximately RMB0.9 million for the nine months ended 30 September 2018.

### Selling expenses

The Group's selling expenses mainly included transportation costs for its logistic team, staff costs, entertainment expenses and consumables which remained stable at approximately RMB1.4 million and RMB1.6 million for the nine months ended 30 September 2017 and 2018 respectively.

## Management Discussion and Analysis (Continued)

### Administrative and other expenses

The Group's administrative and other expenses mainly included staff costs, building administrative fees, other tax expenses, depreciation and amortization, travelling and entertainment, office consumables and supplies, legal and professional fees, listing expenses and other miscellaneous administrative expenses. The Group recorded an increase in administrative and other expenses by approximately RMB5.7 million, or approximately 49.9%, from approximately RMB11.3 million for the nine months ended 30 September 2017 to approximately RMB17.0 million for the nine months ended 30 September 2018. Such increase was mainly due to the recognition of share-based payments of approximately RMB5.4 million in relation to the share options granted.

### Finance costs

The Group's finance costs mainly comprised of interest expenses on bank borrowings and discounted bills receivables and bank charges. The finance costs increased by approximately RMB0.3 million, or approximately 12.6%, from approximately RMB1.9 million for the nine months ended 30 September 2017 to approximately RMB2.2 million for the nine months ended 30 September 2018. Such increase was mainly due to the higher discounted rate of bills for the nine months ended 30 September 2018 as compared to the nine months ended 30 September 2017.

### Result for the period

As a result of the cumulative factors discussed above, the result for the period under review became loss of approximately RMB6.9 million for the nine months ended 30 September 2018 from profit of approximately RMB2.6 million for the nine months ended 30 September 2017. Such change was mainly due to the decrease in gross profit for the nine months ended 30 September 2018 and the recognition of share-based payments.

## **Management Discussion and Analysis** (Continued)

### **Dividends**

The Board does not recommend the payment of interim dividend for the nine months ended 30 September 2018.

### **CONTINGENT LIABILITIES**

As at 30 September 2018, there were no significant contingent liabilities for the Group.

### **SIGNIFICANT INVESTMENTS HELD**

Except for investment in its subsidiaries, the Group did not hold any significant investment for the nine months ended 30 September 2018.

### **FOREIGN EXCHANGE EXPOSURE**

The Group's main operations are in the PRC with most of its transactions settled in RMB. The Directors are of the opinion that the Group's exposure to foreign exchange risk is insignificant. During the nine months ended 30 September 2018, the Group did not hedge any exposure to foreign exchange risk.

### **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in the Prospectus and in this third quarterly report, the Group did not have other plans for material investments or capital assets as of 30 September 2018.

## Disclosure of Other Information

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

#### Long position in the shares of the Company

Name of Director	Capacity/ Nature of interest	Number of shares held/ interested in	Approximate percentage of shareholding
Ms. Liang Yingjun ("Ms. Liang") (Note 1)	Interest in spouse	124,875,000	31.22%

Note:

- Ms. Liang is the spouse of Mr. Liang Jianxun ("Mr. JX Liang"). Mr. JX Liang beneficially owns 50% of the issued share capital of Fortune Time Enterprises Limited ("Fortune Time"). By virtue of the SFO, Mr. JX Liang is deemed to be interested in 124,875,000 shares held by Fortune Time Enterprises Limited. Therefore, Ms. Liang is deemed to be interested in the shares in which Mr. JX Liang is interested in for the purpose of the SFO.*

Save as disclosed above, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

## Disclosure of Other Information (Continued)

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

As at 30 September 2018, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

#### Long positions in shares of the Company

Name	Capacity/ Nature of interest	Number of shares held/ interested in	Approximate percentage of shareholding
Fortune Time (Note 1)	Beneficial owner	124,875,000	31.22%
Mr. JX Liang (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Ms. Liang Zhimei (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Mr. Zhang Zhiwei (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Mr. Luo Yuanying (Note 2)	Interest of spouse	124,875,000	31.22%
Ms. Yu Xianghong (Note 3)	Interest of spouse	124,875,000	31.22%

Notes:

- Fortune Time is owned as to 50%, 25% and 25% by each of Mr. JX Liang, Ms. Liang Zhimei and Mr. Zhang Zhiwei respectively. Each of Mr. JX Liang, Ms. Liang Zhimei and Mr. Zhang Zhiwei is deemed to be interested in the Shares held by Fortune Time pursuant to the SFO.
- Mr. Luo Yuanying is the spouse of Ms. Liang Zhimei. Therefore, Mr. Luo Yuanying is deemed to be interested in the Share in which Ms. Liang Zhimei is interested in for the purpose of the SFO.
- Ms. Yu Xianghong is the spouse of Mr. Zhang Zhiwei. Therefore, Ms. Yu Xianghong is deemed to be interested in the Shares in which Mr. Zhang Zhiwei is interested in for the purpose of the SFO.

## Disclosure of Other Information (Continued)

### SHARE OPTION SCHEME

The Company has conditional adopted a share option scheme (the “**Share Option Scheme**”) on 23 June 2017. For the principal terms of the Share Option Scheme, please refer to “D. Share Option Scheme” in Appendix V to the Prospectus.

Up to the date of this report, 40,000,000 share options has been granted by the Company pursuant to such Share Option Scheme. The options are unlisted. Each option gives the holder the right to subscribe for one share of HK\$0.01 each of the Company.

Details of grantees	No. of options outstanding	Date granted	Periods during which options are exercisable	Exercise price per share
Consultants, employees and others	40,000,000	17 April 2018	17 April 2018 to 16 April 2028	HK\$0.375 per share

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the nine months ended 30 September 2018.

### DIRECTORS’ INTERESTS IN CONTRACTS

As at 30 September 2018, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

## **Disclosure of Other Information** (Continued)

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS**

As at 30 September 2018, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

### **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted written guidelines regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries to all Directors, the Directors confirmed that they have complied with the required standard of dealings and the said guidelines regarding Directors' securities transactions up to the date of this report.

### **COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES**

The Directors consider that up to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in Appendix 15 – Corporate Governance Code to the GEM Listing Rules.

### **INTERESTS OF THE COMPLIANCE ADVISER**

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Dakin Capital Limited (the “**Dakin Capital**”) as the compliance adviser. The Dakin Capital, has declared its independence pursuant to Rule 6A.07 of the GEM Listing Rules. Except for the compliance adviser agreement entered into between the Company and the compliance adviser dated 20 October 2017, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at the date of this report.

## Disclosure of Other Information (Continued)

### AUDIT COMMITTEE

Pursuant to Rule 5.28 and 5.29 of the GEM Listing Rules, the Company established an audit committee (the “**Audit Committee**”) with written terms of reference aligned with the provision of the code provisions set out in Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Wong Sui Chi (chairman), Ms. Hua Min and Ms. Xiao Ping, all of whom are independent non-executive Directors.

The Audit Committee had reviewed with the management of the Company the accounting principles and practices adopted by the Group and this report. The condensed consolidated financial results for the nine months ended 30 September 2018 are unaudited, but have been reviewed by the Audit Committee.

By order of the Board

**Wan Cheng Metal Packaging Company Limited**

**Liang Junqian**

*Chairman and executive Director*

Hong Kong, 14 November 2018

*As at the date of this report, the executive Directors are Mr. Liang Junqian, Mr. Chan Kit Lung Andy and Ms. Liang Yingjun and the independent non-executive Directors are Mr. Wong Sui Chi, Ms. Hua Min and Ms. Xiao Ping.*