

YUNHONG GUIXIN GROUP HOLDINGS LIMITED

運鴻硅鑫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8349)



ANNUAL REPORT
2022

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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This report, for which the board (the "Board") of directors (the "Directors") of Yunhong Guixin Group Holdings 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 of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; there are no other matters the omission of which would make any statement herein or this report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Li Yubao (*Chairman*)
Ms. Zhang Yaping (*Chief Executive Officer*)
Ms. Shi Dongying

Independent Non-executive Directors

Mr. Ng Sai Leung
Mr. Tam Tak Kei Raymond
Mr. Lee Man Tai

AUDIT COMMITTEE

Mr. Ng Sai Leung (*Chairman*)
Mr. Tam Tak Kei Raymond
Mr. Lee Man Tai

REMUNERATION COMMITTEE

Mr. Tam Tak Kei Raymond (*Chairman*)
Ms. Zhang Yaping
Mr. Lee Man Tai

NOMINATION COMMITTEE

Mr. Lee Man Tai (*Chairman*)
Ms. Zhang Yaping
Mr. Ng Sai Leung

RISK MANAGEMENT COMMITTEE

Ms. Shi Dongying (*Chairlady*)
Mr. Li Yubao
Mr. Tam Tak Kei Raymond

AUTHORISED REPRESENTATIVES

Ms. Zhang Yaping
Ms. Wong Hoi Ting
(*appointed on 23 June 2023*)
Ms. Szeto Kar Yee Cynthia
(*appointed on 3 February 2023, resigned on 23 June 2023*)
Mr. Ng Chi Ho Dennis
(*resigned on 3 February 2023*)

COMPLIANCE OFFICER

Ms. Shi Dongying

COMPANY SECRETARY

Ms. Wong Hoi Ting (*ACG, HKACG*)
(*appointed on 23 June 2023*)
Ms. Szeto Kar Yee Cynthia (*ACG, HKACG*)
(*appointed on 3 February 2023, resigned on 23 June 2023*)
Mr. Ng Chi Ho Dennis
(*resigned on 3 February 2023*)

COMPANY WEBSITE

www.nantongrate.com

STOCK CODE

8349

PRINCIPAL BANKER

Wing Lung Bank Limited
G/F, Wing Lung Bank Building
45 Des Voeux Road
Central Hong Kong





CORPORATE INFORMATION

AUDITOR

Mazars CPA Limited
Certified Public Accountant
42nd Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

66 South Oujiang Road
Haimen City, Jiangsu, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1603, 16/F China Building
29 Queen's Road Central
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE

Cayman Islands Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong





CHAIRMAN'S STATEMENT

On behalf of the Board, I hereby present the results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022 to the shareholders (the "Shareholders") of the Company.

REVIEW

Throughout the year 2022, both domestic and international economies were mired in complex and grim conditions amidst unstable global economy resulting from the spread of the COVID-19 pandemic. In the People's Republic of China (the "PRC"), new waves of infection sent shock waves from economically underdeveloped regions including Inner Mongolia and Gansu to the country's economic centres like Beijing, Shanghai and Zhejiang. While the PRC adhered to a zero-COVID-19 policy of eliminating the virus and opposing against the "living with the virus" model followed by western countries, this has exerted an adverse impact on the economic growth.

Since the onset of the COVID-19 pandemic in December 2019, the Group took reasonable steps to manage the crisis with the aim of protecting the health of the Group and the workforce. The Group also took swift actions to accommodate customers' changing needs while complying with the prevention regulations imposed by the government. However, attributed to the sluggish worldwide economic environment and the increase in costs of raw materials amidst the rupture of the worldwide supply chain caused by the widespread of the COVID-19 pandemic, the Group could only manage to obtain revenue of approximately RMB62.3 million for the year ended 31 December 2022, which represented a reduction of approximately 20.8% as compared to that of the corresponding period in 2021 and recorded a net profit of approximately RMB2.6 million for the year ended 31 December 2022, marking a profit turnaround from a net loss of approximately RMB2.0 million for the year ended 31 December 2021. The turnaround was mainly attributable to (1) the reduction in labour costs as a result of changes in the management; (2) the reduction in costs of sales resulting from the decrease in sales amount; and (3) the reduction in research and development costs as technology gradually comes of age.

Although the United States of America (the "U.S.") and the PRC governments entered into an agreement for easing the tension of the trade war in January 2020, there was no sign of removing the import tariff of the Group's products sold to the U.S. subsequent to the change of the U.S. government in January 2021. Since most of the import tariff for the U.S. exports of the Group was borne by the U.S. importer, it is expected that the tariff levied on the Group's U.S. export would not cause significant financial impact to the Group. However, it is believed that higher import tariff and the adverse impact of the COVID-19 pandemic on the U.S. economy and market condition might have a negative impact on the demand for the Group's products as evidenced by a decrease in sales revenue of approximately 80.3% over that of 2021 in that region.





CHAIRMAN'S STATEMENT

PROSPECTS

As the political and economic environment remain uncertain, the Group will need to take more active part in tendering bids for all potential projects both in the PRC and the overseas markets. Moreover, the Group will continue to enhance product recognition by improving production technology so as to maintain effective cost control and strengthen competitiveness. In addition, the Group is actively looking for new business growth by combining its existing business and accumulating experience, extending its upstream industrial chain, developing new materials that are of higher quality and more environmentally-friendly, and actively searching for experienced talents in the industry so as to bring about the positive effect of cost reduction and efficiency enhancement.

Looking ahead, the Group remains prudent and optimistic about the prospects of its business in the long run. The Group will follow a cautious approach to ensure continuous, steady and effective business and operation development in 2023.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to express sincere gratitude to our employees and the management team for their hard work and contribution in the year. I would also like to thank all Shareholders for their long-term support.

Li Yubao

Chairman

17 January 2024



MANAGEMENT DISCUSSION AND ANALYSIS



GENERAL OVERVIEW

The Group is an established and leading manufacturer in the PRC engaged in the research and development, production and sale of a variety of fiberglass reinforced plastic (“FRP”) products. The Group’s major products consist of: (i) FRP grating products; (ii) phenolic grating products; and (iii) epoxy wedge strip products.

FRP is widely applied in areas including the building and construction, electrical and telecommunications engineering. The product is characterized by its light weight, high strength, toughness, anti-slippery, anti-erosion, flame retardant, insulation and easy to colour as well as its artistic features. It also offers good and comprehensive economic benefits. As a result, FRP is widely applied in industries including petrochemical, electrical, marine engineering, plating, vessel, metallurgy, steel, papermaking, brewing and municipal industries. It is mainly used in operating platform, equipment platform, stair treads, trench covers, filter plates, etc., which indicates that FRP is an ideal component for corrosive environment.

Given that FRP delivers outstanding performance as a relatively new type of material and serves as a substitute for traditional materials such as wood, concrete and metal, along with the potential application of products made of FRP composites in a wide range of fields such as aerospace, energy and transportation industries, the management expects that the overall FRP market in China will grow at a steady pace in the coming years. The growth is anticipated due to the gradual maturity and better understanding of the FRP market.

The Group continues to enhance product recognition by improving production technology in order to maintain effective cost control and strengthen the competitiveness. The Board believes that research and development capabilities are essential to the future growth of the Group. The Group will further enhance its research and development capabilities by controlling material sourcing, purchasing new equipment and engaging professionals and technicians for research and development in order to offer more competitive and high-quality products.

Leveraging on market trend information gathered by the sales and marketing team and participation in drafting the PRC industry standards, the Group constantly keeps track of developments and trends in the FRP industry around the world. Over the past years, the Group has kept abreast of the PRC government’s macroeconomic stimulus when carrying out the research and development works. Moreover, the Group adheres to the policy in promoting its products in countries along the “Belt and Road Initiatives”. With all these efforts, the Group is hopeful that performance of the Group’s FRP products would be further enhanced in the coming years.





MANAGEMENT DISCUSSION AND ANALYSIS

It is generally believed that effective marketing is important in capturing the market share and attracting potential customers and as such, for the year ended 31 December 2022, the Group continued to undertake the following marketing activities:

- i. placing advertisements on the internet such as an online trading platform Made-in-China.com (www.made-in-china.com), and entering into promotion agreements with online search engine service provider to attract new customers;
- ii. identifying suitable tender invitation mainly by online advertisements and industry periodicals; and
- iii. contacting existing customers regularly to enhance their knowledge on the Group's products and competitive advantages, to promote new products, to understand their specific needs, to obtain feedbacks on the products and to get a better understanding on the market trends.

With regard to the environmental aspect, the Group is committed to minimizing any negative impact on the environment that may be resulted from the production process. During the year ended 31 December 2022, the Group had no material non-compliance or violation of any relevant laws and regulations of the PRC on environmental protection.

With the extensive experience and market recognition of products that the Group has accumulated for more than a decade, as well as the expanding customer base, the Board is of the view that the Group is more well-positioned than other domestic enterprises in the industry to further develop and expand its markets and products in order to capture the moderate growth of the FRP grating products market in the future.

During the year ended 31 December 2022, the Group has been constructing a new production site located in Inner Mongolia for the preparation of silica sand business segment. With the development of domestic glass, building material, petroleum and silicon chemical industries in the PRC over the years, the demand of the silica sand materials in domestic market is growing continuously. The Group plans to commence the production and sales of industrial silica sand materials in the second half of 2024, which is expected to bring remarkable economic benefits to the Group.





MANAGEMENT DISCUSSION AND ANALYSIS

SALES PERFORMANCE

The Group recorded a consolidated revenue of approximately RMB62.3 million for the year ended 31 December 2022, representing a decrease of approximately RMB16.3 million or 20.7% compared to the year ended 31 December 2021. The decrease in revenue was mainly due to the decrease in sales of FRP grating products. Additionally, sales for the domestic market decreased by approximately 0.6% from approximately RMB51.7 million for the year ended 31 December 2021 to approximately RMB51.4 million for the year ended 31 December 2022. The domestic market contributed approximately 82.5% of total sales for the year ended 31 December 2022, which represented an increase of 16.8 percent points compared to approximately 65.7% for the year ended 31 December 2021.

Details of the Group's revenue and gross profit margin by product categories are as follows:

	For the year ended 31 December			
	2022		2021	
	Sales revenue	Gross profit margin	Sales revenue	Gross profit margin
	RMB'000	%	RMB'000	%
FRP grating products	28,853	32.0	41,188	26.0
Phenolic grating products	21	29.5	160	36.4
Epoxy wedge strip products	33,413	19.1	37,276	27.5
	62,287	25.1	78,624	26.7

FRP grating products were mainly sold to corporate customers in the PRC who are generally end-users of such products, as well as to distributors in the United States of America ("U.S.") and the United Kingdom ("U.K.") who purchase the products on per order basis with no distribution arrangement. The revenue generated from sales of FRP grating products decreased by approximately RMB12.3 million or 29.9% from approximately RMB41.2 million for the year ended 31 December 2021 to approximately RMB28.9 million for the year ended 31 December 2022. The decrease was primarily due to the decrease in revenue generated from the overseas markets. The gross profit margin increased by 6.0 percent points from 26.0% for the year ended 31 December 2021 to 32.0% for the year ended 31 December 2022, which was mainly attributable to the decrease in revenue arising from the lower gross profit margin of the overseas markets.





MANAGEMENT DISCUSSION AND ANALYSIS

Epoxy wedge strip products were developed and targeted for manufacturers of wind turbine blades in the PRC. The revenue generated from sales of epoxy wedge strip products decreased by approximately RMB3.9 million from approximately RMB37.3 million for the year ended 31 December 2021 to approximately RMB33.4 million for the year ended 31 December 2022. The decrease was mainly due to receiving fewer construction contracts from manufacturers of wind turbine blades in the PRC during the year ended 31 December 2022, resulting in fewer sales order made to the Group by those manufacturers in the current year. The gross profit margin decreased by approximately 8.4 percent points from approximately 27.5% for the year ended 31 December 2021 to approximately 19.1% for the year ended 31 December 2022. The decrease in gross profit margin was attributable to the increase in cost of sales arising from the continuous rise in raw material prices under strain of the COVID-19 pandemic on the supply chain.

Details of the average selling price and the sales volume by major product categories are as follows:

	For the year ended 31 December			
	2022		2021	
	Average selling price per unit RMB	Volume	Average selling price per unit RMB	Volume
FRP grating products	405.8	71,094 m²	257.9	159,737 m ²
Phenolic grating products	824.7	25 m²	519.5	308 m ²
Epoxy wedge strip products	55.5	601,804 m	57.4	649,826 m

The average selling price of the FRP grating products per square meter increased by approximately RMB147.9 per square meter or approximately 57.3% from RMB257.9 per square meter for the year ended 31 December 2021 to RMB405.8 per square meter for the year ended 31 December 2022, despite a decrease in sales volume of approximately 55.5% between the two years. The increase in average selling price was mainly due to the decrease in sales to overseas markets, as mentioned above, where the selling price to overseas customers was also typically lower than the sales in the domestic market.

The average selling price of the phenolic grating products per square meter increased by approximately 58.7% from RMB519.5 per square meter for the year ended 31 December 2021 to RMB824.7 per square meter for the year ended 31 December 2022, despite a decrease in sales volume of approximately 91.9% between the two years. The increase in average selling price was mainly due to the differences in product specifications, such as variation in shape, weight and dimension for the products sold during these two years.





MANAGEMENT DISCUSSION AND ANALYSIS

The average selling price of the epoxy wedge strip products per meter decreased by approximately RMB1.9 per meter from RMB57.4 per meter for the year ended 31 December 2021 to RMB55.5 per meter for the year ended 31 December 2022, with a decrease in sales volume of approximately 7.4% between the two years. The decrease in average selling price was mainly due to the management's decision to lower the selling prices of the epoxy wedge strip products in order to remain competitive within the industry.

Details of the Group's sales revenue by geographical area are as follows:

	For the year ended	
	31 December	
	2022	2021
	RMB'000	RMB'000
The PRC (excluding Hong Kong) (place of domicile)	51,366	51,675
U.S.	2,470	12,522
U.K.	7,102	8,174
Others	1,349	6,253
	<hr/>	<hr/>
Total	62,287	78,624
	<hr/> <hr/>	<hr/> <hr/>

Sales to the PRC market decreased by approximately 0.6% from approximately RMB51.7 million for the year ended 31 December 2021 to approximately RMB51.4 million for the year ended 31 December 2022. The decrease was mainly attributable to the reduction in sales of epoxy wedge strip products during the year ended 31 December 2022.

Sales to the U.S. market decreased by approximately 80.3% from approximately RMB12.5 million for the year ended 31 December 2021 to approximately RMB2.5 million for the year ended 31 December 2022. The decrease was mainly due to the higher import tariffs imposed by the U.S. government, which suppressed the demands for the Group's products in the U.S. market.

Sales to the U.K. market decreased by approximately 13.1% from approximately RMB8.2 million for the year ended 31 December 2021 to approximately RMB7.1 million for the year ended 31 December 2022. The decrease was mainly due to the decrease in sales orders from the major customers in the U.K. market resulting from the adverse impact of the global economy downturn.





MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING COSTS AND EXPENSES

Distribution costs decreased by approximately RMB2.2 million or 51.0% from approximately RMB4.3 million for the year ended 31 December 2021 to approximately RMB2.1 million for the year ended 31 December 2022. The decrease was mainly attributable to the decrease in custom fees from the export sales and a reduction in salesperson cost for the year ended 31 December 2022.

Administrative expenses decreased by approximately RMB4.0 million or 27.1% from approximately RMB14.9 million for the year ended 31 December 2021 to approximately RMB10.8 million for the year ended 31 December 2022. The decrease was mainly attributable to the reduction in write-down of inventories and a decrease in research and development expenses for the year ended 31 December 2022.

OPERATING RESULTS

The Group recorded a net profit of approximately RMB2.6 million for the year ended 31 December 2022, marking a profit turnaround from a net loss of approximately RMB2.0 million for the year ended 31 December 2021.

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations primarily through cash generated from operating activities. As at 31 December 2022, the Group did not have any bank borrowings.

CONTINGENT LIABILITIES

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

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the U.S. foreign exchange risk arose from future commercial transactions, recognised assets and liabilities which are denominated in non-RMB. The management of the Group has set up a policy to require the Group companies to manage their foreign exchange risk against their functional currency. The Group companies are required to control the exposure of the foreign exchange risk during the business operation. The exposure of foreign exchange risk is mainly due to the purchase of the equipment from other countries and the management controls on the payment schedule to reduce the foreign exchange risk. Save for certain accounts receivables in U.S., the impact of foreign exchange risk on the Group was minimal and there was no significant adverse effect on normal operations. During the year ended 31 December 2022, the Group did not commit to any financial instruments to hedge its exposure to foreign exchange risk. However, the management of the Group monitors foreign exchange exposure of the Group and will consider hedging significant foreign currency exposure should the need arise.





MANAGEMENT DISCUSSION AND ANALYSIS

CHARGES ON GROUP ASSETS

As at 31 December 2022, the Group did not pledge any of its assets (2021: an aggregate amount of RMB3,000,000 was placed in a bank account and pledged in favour of banks for bill issuance).

CAPITAL STRUCTURE

As at 31 December 2022, the share capital and total equity attributable to equity holders of the Company amounted to approximately RMB3,600,000 (2021: RMB3,600,000) and RMB70,861,000 (2021: RMB68,246,000) respectively.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had 65 employees (2021: 107). The total staff costs including Directors' remuneration for the year were approximately RMB10.9 million (2021: approximately RMB14.1 million). Remuneration is determined based on each employee's qualifications, position and seniority. In addition to a basic salary, year-end discretionary bonuses were offered with reference to our Group's performance as well as individual's performance to attract and retain appropriate and suitable personnel to serve the Group. Furthermore, the Group offers other staff benefits like provision of retirement benefits, various types of trainings and sponsorship of training courses. The Group also adopts an annual review system to assess the performance of staff, which forms the basis of decisions with respect to salary rises and promotions.

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 December 2022 (2021: Nil).





MANAGEMENT DISCUSSION AND ANALYSIS

SIGNIFICANT INVESTMENT, ACQUISITION AND DISPOSAL

On 19 July 2022, Nantong Meigu Composite Materials Company Limited (“Nantong Meigu”), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with two purchasers, pursuant to which Nantong Meigu has conditionally agreed to sell, and the purchasers have conditionally agreed to purchase, 100% of the equity interest in Nantong Deerhui Precision Equipment Technology Co., Ltd.* 南通德而匯精密設備科技有限公司, a company wholly-owned by Nantong Meigu, at the total consideration of RMB31,000,000 in accordance with the terms and conditions of the aforesaid equity transfer agreement.

Details of the above disposal were set out in the Company’s announcements dated 19 July 2022 and 16 November 2022 respectively; the Company’s circular dated 15 September 2022; and disclosed in note 25 to the consolidated financial statements in this annual report.

Save as the above, there were no significant investments held, acquisitions or disposals of subsidiaries and affiliated companies by the Group during the year ended 31 December 2022.

The Group did not have other plans for significant investments, acquisitions and disposal of subsidiaries and affiliated companies as at 31 December 2022.

EVENT AFTER THE REPORTING PERIOD

The Group has no material subsequent event after 31 December 2022 and up to the date of this annual report.

* for identification purpose only



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



EXECUTIVE DIRECTORS

Mr. Li Yubao (李玉保), aged 42, is the chairman of the Board and was appointed as an executive Director on 30 June 2021 and is responsible for overall management and administration of the Group's business operations. He is also a member of the Risk Management Committee.

Mr. Li received his Executive Master of Business Administration (EMBA) in Investment, Financing and Capital Strategy from the Peking University in 2016. He has been serving as a director of Yunhong Green CTI Ltd. (NASDAQ code: YHGJ), a company principally engaged in (i) designing, manufacturing and distributing metalized and latex balloon products throughout the world; and (ii) operating systems for the production, lamination, coating and printing of films used for food packaging and other commercial uses and for conversion of films to flexible packaging containers and other products, since 13 January 2020 and was elected as chairman of the board on 1 June 2020.

Save as disclosed above, Mr. Li has not held any directorship in any public listed company in the past three years.

Ms. Zhang Yaping (張亞平), aged 34, is an executive Director, chief executive officer and a member of each of the Remuneration Committee and the Nomination Committee. She was appointed as an executive Director on 30 June 2021. She is responsible for the overall management, strategic development and major decision-making of the Group.

Ms. Zhang received an associate degree in Human Resources management from Zhoukou Normal University (周口師範學院) in 2013. She completed the training class for the secretary of the board of directors at Shanghai Jiao Tong University in 2018. She has been working as an assistant of the chairman and secretary of the board of Yunhong Group Co., Limited* (運鴻集團股份有限公司) since 2015.

Ms. Zhang has not held any directorship in any public listed company in the past three years.

* for identification purpose only





BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Shi Dongying (施冬英), aged 49, is an executive Director and the compliance officer of the Group. She was appointed as an executive Director on 6 May 2016. She is responsible for overall management and administration of the Group's business operations, as well as overseeing compliance matters of the Group. She is also the chairlady of the Risk Management Committee.

Ms. Shi completed an undergraduate course in accounting at The Open University of China (中央廣播電視大學) in January 2014. Ms. Shi has over 20 years of accounting experience and she is a non-practising member of the Chinese Institute of Certified Public Accountants. From August 1994 to May 2005, Ms. Shi worked as an accountant in Haimen Linen and Cotton Processing Factory (海門市棉麻加工廠). From March 2006 to October 2015, she worked as a head of accounting department in Nantong Sancon Electronic Technology Corporation (南通三鑫電子科技股份有限公司). She joined the Group in October 2015 as deputy executive officer.

Ms. Shi was an independent non-executive director of JiaChen Holding Group Limited (stock code: 1937) from December 2019 to September 2021.

Save as disclosed above, Ms. Shi has not held any directorship in any public listed company in the past three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Sai Leung (吳世良), aged 51, was appointed as an independent non-executive Director on 16 December 2016. He is also the chairman of the Audit Committee and a member of the Nomination Committee.

Mr. Ng obtained a bachelor degree in business administration from The University of Hong Kong in November 1995 and a master degree in business administration from The Chinese University of Hong Kong in December 2002. Mr. Ng is a fellow of American Institute of Certified Public Accountant and a Chartered Financial Analyst.

Mr. Ng has over 20 years of experience in corporate finance and accounting, including managing various initial public offerings, advising listed companies on mergers and acquisitions, reverse takeovers, privatisations, fund raising exercises and other corporate advisory transactions. Mr. Ng previously worked as an auditor in Ernst & Young Global Limited from August 1995 to March 1997, a junior internal officer in the private banking division of UBS Securities Asia Limited (previously known as Swiss Bank Corporation Hong Kong Branch) from March 1997 to February 1998, and an officer in the Compliance Department in Hong Kong Futures Exchange Limited from March 1998 to September 1999. He worked in the corporate finance department of Tai Fook Capital Limited, now known as Haitong International Capital Limited, as an assistant manager, a manager and a senior manager respectively from September 1999 to April 2004. From April 2004 to May 2006, he consecutively worked as a senior manager and an associate director in Masterlink Securities (Hong Kong) Corporation Limited. Mr. Ng worked in CIMB Securities (Hong Kong) Limited as a vice president and a senior vice president of corporate finance division from June 2006 to August 2010 respectively. From August 2010 to January 2015, he worked as a director in the investment banking department of CMB International Capital Corporation Limited. Mr. Ng was a managing director of VBG Capital Limited from January 2015 to August 2019. He has been appointed as the Managing Director and Head of Corporate Finance for Shanxi Securities International Capital Limited in August 2019.



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



Mr. Ng is an independent non-executive director of Dongguang Chemical Limited (stock code: 1702) since June 2017.

Save as disclosed above, Mr. Ng has not held any directorship in any public listed companies in the past three years.

Mr. Tam Tak Kei Raymond (譚德機), aged 60, was appointed as an independent non-executive Director on 16 December 2016. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Risk Management Committee.

Mr. Tam obtained a bachelor degree of arts in accounting with computing from the University of Kent at Canterbury, United Kingdom in July 1985. He is an associate member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Tam has been appointed as an independent non-executive director of CNQC International Holdings Limited (stock code: 1240) and Kingland Group Holdings Limited (stock code: 1751) since September 2012 and May 2020 respectively. He was an independent non-executive director of Green Economy Development Limited (formerly known as Vision Fame International Holding Limited) (stock code: 1315) from December 2011 to February 2023. He is currently the company secretary of Tian Lun Gas Holdings Limited (stock code: 1600), which is listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Tam has not held any directorship in any public listed company in the past three years.





BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lee Man Tai (李文泰), aged 47, was appointed as an independent non-executive Director on 30 June 2021. He is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee.

Mr. Lee graduated from Lingnan University, Hong Kong in 2000 with a Bachelor's degree in Business Administration and The Hong Kong Polytechnic University in 2010 with a Master's degree in Business Administration. He was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants in 2012. He obtained the qualification as a licensed representative and a responsible officer for advising Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance in 2017 and 2020 respectively. Mr. Lee has approximately 20 years of working experience in the financial industry. From October 2006 to October 2012, he acted as the chief financial officer and company secretary of China Yuanbang Property Holdings Limited, a company listed on the Mainboard of the Singapore Exchange Limited (stock code: BCD/CYBP.SI). From October 2012 to May 2014, he acted as the chief financial officer and company secretary of China 33 Media Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8087). He acted as the chief financial officer and company secretary of Flying Financial Service Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8030), from July 2014 to April 2015 and from August 2014 to April 2015, respectively. He also acted as the financial controller and company secretary of China International Development Corporation Limited (formerly known as Chanco International Group Limited and Ascent International Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 264), from April 2015 to January 2016 and from April 2015 to September 2015, respectively. Since January 2016, Mr. Lee has been an independent non-executive director of China Energy Development Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 228). Since November 2016, he has been an independent non-executive director of Progressive Path Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1581). Since December 2019, he has been an independent non-executive director of Rizhao Port Jurong Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 6117).

He is currently the chief financial officer and joint company secretary of China New Consumption Group Limited (a company listed on GEM of the Stock Exchange, stock code: 8275) since June 2021 and August 2021, respectively.

Save as disclosed above, Mr. Lee has not held any directorship in any public listed companies in the past three years.

SENIOR MANAGEMENT

Ms. Zhou Lingling (周玲玲), aged 44, is the general manager of Nantong Meigu, a subsidiary of the Group. Ms. Zhou graduated from Jiangsu University of Technology (江蘇理工學院) in 2003, and served as the responsible person for the department of product management in Jiangsu Huacheng Technology Co. Ltd. (江蘇華騁科技有限公司) between 2003 and 2017. Ms. Zhou joined Nantong Meigu in early 2018 and has served as an executive director of Nantong Meigu since July 2020.





CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance.

Throughout the year ended 31 December 2022, the Company has complied with all the applicable code provisions set out in the CG Code as set out in Appendix 15 to the GEM Listing Rules.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group’s overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the Board committees of the Company. Further details of the Board committees of the Company are set out below in this report.

The Board is entrusted with the overall responsibility for promoting the success of the Company by the direction and supervision of the Company’s business and affairs and the ultimate responsibility for day to day management of the Company which is delegated to the management. To this end, monthly financial and operational information are provided to the Board for assessing the performance of the Company and its subsidiaries. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

The Board is responsible for, among others, performing the corporate governance duties as set out in the code provision A.2.1 of the CG Code, which include:

- (a) to develop and review the Group’s policies and practices on corporate governance and make recommendations;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual applicable to the Directors and employees; and
- (e) to review the Group’s compliance with the CG Code and disclosure in the corporate governance report.





CORPORATE GOVERNANCE REPORT

The Board currently comprises six Directors, of whom three are executive Directors and three are independent non-executive Directors. Two independent non-executive Directors have the appropriate professional accounting qualifications or related financial management experience and expertise. Each of the executive Directors and independent non-executive Directors has entered into a service agreement with the Company for a term of three and two years respectively until terminated by either the Company or the executive/independent non-executive Director giving each other a two months' notice in writing in accordance with the terms of the agreement.

In accordance with article 108(a) of the articles of association of the Company, at each annual general meeting, at least one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Li Yubao and Ms. Shi Dongying will retire from office at the forthcoming annual general meeting of the Company, and being eligible, offer themselves for re-election.

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all Shareholders have been duly considered. The Board considers that all the independent non-executive Directors are independent and each of the independent non-executive Directors has confirmed in writing his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules.

The Board has established mechanism to ensure independent views and input are available to the Board. The current composition of the Board has a strong independence element and provides sufficient balance of skills, experience and diversity of perspectives in leading the Company to achieve its goal. The independent non-executive Directors also provide independent judgment in the Board's overall decision making process. The Board has reviewed the implementation and effectiveness of the board independence mechanism for the year ended 31 December 2022 and considered it to be effective.

There is a balance of skills and experience for the Board, which is appropriate for the requirements of the business of the Company. The Directors' biographical information is set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.



CORPORATE GOVERNANCE REPORT



BOARD DIVERSITY POLICY

Pursuant to Rule 17.104 of the GEM Listing Rules, listed issuers are required to adopt a board diversity policy. The Board has adopted the board diversity policy with a view to achieve a sustainable and balanced development of the Group. In designing the Board's composition, board diversity has been considered from various aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All appointments to the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Company will continue to take steps to promote gender diversity at all levels, including but not limited to the Board and senior management levels, by taking into account gender diversity factors in the recruitment process, and to develop a pipeline of female mid to senior level management so as to develop a pipeline of potential successors to the Board. This diversity policy is reviewed annually by the nomination committee of the Company, and where appropriate, revisions will be made with the approval from the Board.

During the year ended 31 December 2022 and as at the date of this annual report, the Board comprises six Directors, of whom four are male and two are female. The Board has reviewed the implementation and effectiveness of the board diversity policy of the Company for the year ended 31 December 2022 and considered it to be effective.

NOMINATION POLICY

The Board has adopted a director nomination policy (the "Nomination Policy") on 31 December 2018 in relation to the nomination, appointment, re-appointment of new Directors and the nomination procedure of the Company, which provides that in evaluating and selecting any candidate for directorship, the nomination committee of the Company shall consider the candidates' character and integrity, professional qualifications, skills, knowledge and experience, independence, diversity on the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of the Company.

DIVIDEND POLICY

The Board has adopted a dividend policy (the "Dividend Policy") on 31 December 2018. A summary of the Dividend Policy is disclosed as below.

Subject to the approval of the Shareholders and requirement of the relevant law, the Company shall pay annual dividends to the Shareholders if the Group is profitable, operations environment is stable and there is no significant investment or commitment made by the Group, after taking into account the factors as detailed below and determined by the Board from time to time. The remaining net profits will be used for Group's development and operations. The Dividend Policy allows the Company to declare special dividends from time to time in addition to the annual dividends.





CORPORATE GOVERNANCE REPORT

In proposing any dividend payout, the Board shall also take into account, inter alia, (i) the Company's actual and expected financial performance; (ii) retained earnings and distributable reserves of the Group; (iii) the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants; and (iv) the general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company.

Any final dividends declared by the Company must be approved by an ordinary resolution of Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Dividend Policy shall be reviewed periodically and submitted to the Board for approval if amendments are required.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of continuing professional development for the Directors for the enhancement of corporate governance and internal control systems. The Directors are kept informed from time to time on the latest development of any changes to the regulatory requirements and the progress of compliance of applicable rules and regulations by the Company. The Directors will also be updated from time to time on the business development and operation plans of the Company. All Directors are encouraged to participate in continuing professional development seminars and/or courses to update their skills and knowledge on the latest development or changes in the relevant statutes, GEM Listing Rules and corporate governance practices.

Throughout the year ended 31 December 2022, the continuous professional development in the form of materials reading and participation in webcast taken by respective Directors are as follows:

	Corporate governance, rules and regulations (including directors' duties)	Financial, management and other business skills and knowledge
Executive Directors		
Mr. Li Yubao	✓	✓
Ms. Zhang Yaping	✓	✓
Ms. Shi Dongying	✓	✓
Independent Non-executive Directors		
Mr. Lee Man Tai	✓	✓
Mr. Tam Tak Kei Raymond	✓	✓
Mr. Ng Sai Leung	✓	✓





CORPORATE GOVERNANCE REPORT

BOARD MEETINGS

Pursuant to code provision C.5.1 of the CG Code, the Board should meet regularly and Board meetings should be held at least four times a year. Additional meetings would be arranged if and when required. Board members are provided with all agenda and adequate information for their review within reasonable time before the meetings. After the meetings, draft minutes are circulated to all Directors for comments before confirmation. Minutes of Board meetings and meetings of Board committees are kept by the company secretary and are available for inspection by the Directors at all times. Each Director is entitled to seek independent professional advice in appropriate circumstances at the expense of the Company.

Directors may participate either in person or through electronic means of communications. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions. The Board held at least a Board meeting for each quarter. Details of the attendance of the Directors during the year ended 31 December 2022 are as follows:

Attendance

Executive Directors

Mr. Li Yubao	5/5
Ms. Zhang Yaping	5/5
Ms. Shi Dongying	5/5

Independent Non-executive Directors

Mr. Lee Man Tai	5/5
Mr. Tam Tak Kei Raymond	5/5
Mr. Ng Sai Leung	5/5

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established to ensure a balance of power and authority.

Mr. Li Yubao serves as the chairman of the Board and is responsible for overall business development strategy and overall management and major business decisions of the Group. Ms. Zhang Yaping serves as the chief executive officer of the Company and is responsible for general management and day-to-day operation of the Group.





CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Company established an audit committee on 16 December 2016 with written terms of reference by reference to the code provisions of the CG Code. The audit committee comprises of three members, namely Mr. Ng Sai Leung, Mr. Tam Tak Kei Raymond, and Mr. Lee Man Tai, all being independent non-executive Directors. Mr. Ng Sai Leung currently serves as the chairman of the audit committee.

The audit committee is principally responsible for the monitoring of the integrity of periodical financial statements of the Company, the review of significant financial reporting judgements contained in them before submission to the Board for approval, the review of the Company's financial controls, risk management and internal control systems, and the review and monitoring of the auditors' independence and objectivity as well as the effectiveness of the audit process. The audit committee is also responsible for performing corporate governance functions which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to review and monitor the code of conduct and compliance applicable to employees and the Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report. The terms of reference setting out the audit committee's authorities, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The Group's audited annual results in respect of the year ended 31 December 2022 have been reviewed by the audit committee. There was no disagreement between the Board and the audit committee regarding selection and appointment of the external auditor in respect of the year ended 31 December 2022.

The audit committee held four meetings during the year ended 31 December 2022, at which the audited annual results of the Group for the year ended 31 December 2021, the unaudited quarterly results for the three months ended 31 March 2022 and nine months ended 30 September 2022, and interim results of the Group for the six months ended 30 June 2022 and other matters related to the financial and accounting policies and practice were discussed and reviewed. The audit committee also reviewed the internal control review report prepared by the independent professional advisor and put forward relevant recommendations to the Board. In addition, the audit committee fulfilled its responsibilities in corporate governance and in monitoring the effectiveness of the auditing process and the independence of the auditor at the meetings held during the year ended 31 December 2022. Individual attendance of each committee member at the meetings during the year ended 31 December 2022 is as follows:

	Attendance
Mr. Ng Sai Leung (<i>chairman</i>)	4/4
Mr. Tam Tak Kei Raymond	4/4
Mr. Lee Man Tai	4/4





CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The Company established a remuneration committee on 16 December 2016 with written terms of reference by reference to the code provisions of the CG Code. The remuneration committee comprises of three members, namely Ms. Zhang Yaping, an executive Director, Mr. Lee Man Tai and Mr. Tam Tak Kei Raymond, both being independent non-executive Directors. Mr. Tam Tak Kei Raymond currently serves as the chairman of the remuneration committee.

The primary duties of the remuneration committee are to make recommendations on the remuneration of the Directors and senior management to the Board and to review the overall remuneration policy and structure relating to the Directors and senior management. The terms of reference setting out the remuneration committee's authorities, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The members of the remuneration committee should meet at least once a year. During the year ended 31 December 2022, the remuneration committee held one meeting, at which the Group's overall remuneration practices and scale and other remuneration-related matters in respect of the Directors and senior management were discussed and reviewed. Individual attendance of each committee member at the meeting is as follows:

	Attendance
Mr. Tam Tak Kei Raymond (<i>chairman</i>)	1/1
Ms. Zhang Yaping	1/1
Mr. Lee Man Tai	1/1

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2022 is set out below:

	Number of individuals
Nil to RMB500,000	<u>1</u>

The emoluments of the Directors and senior management of the Group is determined with reference to their experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Further details regarding Directors and chief executive's emoluments and the five highest paid individuals are set out in notes 7 and 8 to the consolidated financial statements of this annual report.





CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Company established a nomination committee on 16 December 2016 with written terms of reference by reference to the code provisions of the CG Code. The nomination committee comprises of three members, namely Ms. Zhang Yaping, an executive Director, Mr. Lee Man Tai and Mr. Ng Sai Leung, both being independent non-executive Directors. Mr. Lee Man Tai currently serves as the chairman of the nomination committee.

The primary duties of the nomination committee are to review the structure, size and composition of the Board; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; review the time commitment required of the Directors and evaluate whether the Directors have committed adequate time to discharge their responsibilities; review and implement the Nomination Policy; and make recommendations to the Board on relevant matters regarding the appointment or re-appointment of Directors. The terms of reference setting out the nomination committee's authorities, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The members of the nomination committee should meet at least once a year. During the year ended 31 December 2022, the nomination committee held one meeting, at which the structure, size and composition (including the skills, knowledge and experience) of the Board members were reviewed. It also assessed the independence of the independent non-executive Directors and recommended the re-election of the retired Directors at the annual general meeting of the Company. Individual attendance of each committee member at the meeting is as follows:

	Attendance
Mr. Lee Man Tai (<i>chairman</i>)	1/1
Ms. Zhang Yaping	1/1
Mr. Ng Sai Leung	1/1





CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT COMMITTEE

The Company established a risk management committee on 16 December 2016 with written terms of reference. The risk management committee comprises of three members, namely Ms. Shi Dongying and Mr. Li Yubao, both being executive Directors, and Mr. Tam Tak Kei Raymond, being independent non-executive Director. Ms. Shi Dongying currently serves as the chairlady of the risk management committee.

The primary duties of the risk management committee include, among others, monitoring the Group's exposure to sanction risks and export controls and the implementation of the related internal control procedures, and evaluate sanctions risks prior to determining whether any business opportunities should be embarked in any sanctioned countries and/or with any sanction persons. The terms of reference setting out the risk management committee's authorities, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The members of the risk management committee should meet at least once a year. During the year ended 31 December 2022, the risk management committee held one meeting. Individual attendance of each committee member at the meeting is as follows:

	Attendance
Ms. Shi Dongying (<i>chairlady</i>)	1/1
Mr. Li Yubao	1/1
Mr. Tam Tak Kei Raymond	1/1

COMPANY SECRETARY

The company secretary of the Company (the "Company Secretary") supports the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. The Company Secretary is responsible for advising the Board on the corporate governance matters and facilitating induction and professional development of the Directors. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws, rules and regulations, are followed.

Mr. Ng Chi Ho Dennis was appointed as the Company Secretary on 16 December 2016 and resigned as the Company Secretary on 3 February 2023. Ms. Szeto Kar Yee Cynthia was appointed as the Company Secretary on 3 February 2023 and resigned as the Company Secretary on 23 June 2023. Ms. Wong Hoi Ting ("Ms. Wong") was appointed as the Company Secretary on 23 June 2023. Ms. Wong is an assistant manager of the listing services department of TMF Hong Kong Limited and is responsible for providing corporate secretarial and compliance services to listed companies. Her primary contact person in the Company is Ms. Zhang Yaping, the executive Director.

Mr. Ng Chi Ho Dennis confirmed that he has undertaken no less than 15 hours of relevant professional training within the year.





CORPORATE GOVERNANCE REPORT

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group that give a true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required of the GEM Listing Rules. As at 31 December 2022, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

The responsibility of the external auditor is to form an independent opinion, based on their audit, on the consolidated financial statements and to report their opinion to the Shareholders. The independent auditor's report about their reporting responsibility on the consolidated financial statements of the Group is set out in the independent auditor's report on pages 55 to 60 of this annual report.

AUDITOR'S REMUNERATION

The remuneration paid or payable to the Company's external auditors, Crowe (HK) CPA Limited ("Crowe") (resigned as auditor of the Company with effect from 26 July 2023) and Mazars CPA Limited ("Mazars") (appointed as auditor of the Company with effect from 6 October 2023), during the year is set out below:

Service Category	Remuneration Paid/Payable RMB'000
Audit service provided by Crowe	554
Audit service provided by Mazars	1,500
Non-audit service provided by Crowe	45

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' dealing in securities of the Company. All Directors confirmed that they complied with the required standard of dealings as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules throughout the year ended 31 December 2022. Moreover, the Company was not aware of any non-compliance with the required standard as set out in the code of conduct regarding securities transactions by the Directors up to the date of this report.



CORPORATE GOVERNANCE REPORT



RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for establishing and maintaining appropriate and effective risk management and internal control systems of the Group. The Group's systems of risk management internal control include a defined management structure with limits of authority, which are designed to help achieve business objectives, safeguard assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. The division/department head of the Group is accountable for the conduct and performance of such segment within the agreed strategies, which are set by themselves and the Board together, and reports directly to the Board.

In the course of conducting the business of the Group, it is exposed to various types of risks, including business risks, financial risks, operation and other risks. The Board is ultimately responsible for the risk management of the Group and it has delegated to executive management to carry out the risk identification and monitoring procedures. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses.

The risk management process of the Group involves, among others, (i) an annual risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans and fine tuning of the implementation plan when necessary.

Although the Group does not maintain an internal audit function, the Board has overall responsibility for the system of internal control and for reviewing its effectiveness. Throughout the year ended 31 December 2022, the Group complied with the code provisions on internal control and risk management. In particular, the Group appointed an independent internal control consultant to carry out a review of the implemented systems and procedures, including areas covering financial, operational and legal compliance controls and risk management functions for the year ended 31 December 2022. The Directors were satisfied that the internal control systems as appropriate to the Group for the year ended 31 December 2022 were implemented properly and that no significant areas of weaknesses came into attention.





CORPORATE GOVERNANCE REPORT

The Group complies with the requirements of Securities and Futures Ordinance (the “SFO”) and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensuring that the information contained in announcements are not false or misleading through presentation of information in a clear and fair manner.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Group takes a zero-tolerance approach to corruption and bribery and is committed to acting professionally, fairly and with integrity in all our business dealings. The staff manual provides guidance on employees’ behaviours, for example the acceptance of gifts and conflict of interests, to further enhance the awareness of employees. The Group has adopted an anti-corruption policy to promote and support anti-corruption laws and regulations.

For the year ended 31 December 2022, the Group was not aware of any cases of non-compliance with laws and regulations that had a significant impact on the Group in relation to bribery, extortion, fraud, and money laundering.

The Group has adopted a whistleblowing policy to encourage and assist whistle-blowers to disclose information relevant to suspected misconduct, malpractice or irregularity through a confidential reporting channel. The Company will handle the report with care and will treat the whistle-blower’s concerns fairly and properly.

INVESTOR RELATIONS

The Board puts great emphasis on investor relationship in particular fair disclosure and comprehensive report of the Company’s performance and activities.

Shareholders are encouraged to attend the general meetings of the Company and the Directors always make efforts to fully address any questions raised by the Shareholders at the annual general meetings (the “AGM”) and the extraordinary general meetings (the “EGM”) of the Company. In addition, the Shareholders have the right to nominate a person to stand for election as a Director at any general meeting by lodging a written notice to the Company.



CORPORATE GOVERNANCE REPORT



In accordance with code provision F.2.2 of the CG Code, attendance of the Directors to the AGM held on 9 June 2022 and EGM held on 5 October 2022 is as follows:

	AGM Attendance	EGM Attendance
Executive Directors		
Mr. Li Yubao	1/1	1/1
Ms. Zhang Yaping	1/1	1/1
Ms. Shi Dongying	1/1	1/1
Independent Non-executive Directors		
Mr. Lee Man Tai	1/1	1/1
Mr. Tam Tak Kei Raymond	1/1	1/1
Mr. Ng Sai Leung	1/1	1/1

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EGM AND TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

The Shareholders may put forward proposals at general meetings by requisitioning an EGM. Pursuant to article 64 of the articles of association of the Company, EGM may be convened by the Board on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

The Shareholders may at any time send their enquiries and concerns to the Board in writing. Contact details are as follows:

Address: Room 1603, 16/F China Building
29 Queen's Road Central, Hong Kong
Tel: 2543 0633
Fax: 2543 9996
E-mail: info@nantongrate.com.cn

Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board committees of the Company, where appropriate, to answer the Shareholders' questions.





CORPORATE GOVERNANCE REPORT

COMMUNICATION WITH SHAREHOLDERS

On 13 January 2017, the Board adopted a Shareholders' communication policy reflecting mostly the current practices of the Company for communication with the Shareholders. Such policy aims to set out the provisions with the objective of ensuring that the Shareholders, both individual and institutional, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company. The Company has established a number of channels for maintaining on-going dialogue with the Shareholders as follows:

- (a) corporate communications such as annual reports, quarterly reports, interim reports and circulars are issued in printed form and are available on the respective websites of the Stock Exchange and the Company;
- (b) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (c) corporate information is made available on the Company's website;
- (d) AGM and EGM provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (e) the Company's share registrar serves the Shareholders in respect of share registration, dividend payment, change of Shareholders' particulars and related matters.

The Company reviewed the implementation and effectiveness of the Shareholders' communication policy for the year ended 31 December 2022 and considered it to be effective.

CONSTITUTIONAL DOCUMENTS

The second amended and restated memorandum and articles of association of the Company were adopted on 9 June 2022 to comply with the relevant provisions of the GEM Listing Rules.

A copy of the memorandum and articles of association of the Company is posted on the respective websites of the Stock Exchange and the Company.

Save as disclosed above, during the year ended 31 December 2022, there was no change in the memorandum and articles of association of the Company.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

The objective of this Environmental, Social and Governance (“ESG”) Report is to highlight the Group’s ESG performance for the purpose of assisting all stakeholders in understanding the Group’s ESG concepts and practices in achieving sustainable development for the future.

Unless otherwise stated, this ESG Report includes all business operations during the period from 1 January 2022 to 31 December 2022 (the “Reporting Period”) relating to the overall performance, risks, strategies, measures and commitments of four aspects: quality of the working environment, environmental protection, operating practices and community participation.

REPORTING STANDARD

The Report complies with the disclosure requirements set out in the ESG Reporting Guide as described in Appendix 20 of the GEM Listing Rules. An assessment on the applicability and materiality of the relevant key performance indicators (“KPIs”) under the ESG Reporting Guide had been conducted.

REPORTING PRINCIPLES

The following principles are adopted in the Report:

- **Materiality:** Important and relevant information to stakeholders on different ESG aspects is covered in the Report. A materiality assessment was conducted to determine material ESG issues with results approved by the Board.
- **Quantitative:** The relevant standards, methodologies and assumptions used to prepare the quantitative information are disclosed, as appropriate. Quantitative information is provided with narrative and comparative figures, where possible.
- **Consistency:** Consistent methodologies are used to prepare and present ESG data in the Report, unless otherwise specified, to allow for meaningful comparisons.
- **Balance:** The information is presented without the inappropriate use of selections, omissions or other forms of manipulation that would influence a decision or judgment by the reader.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GOVERNANCE ON ESG ASPECTS

The Board has overall responsibility for the Group's ESG strategy and reporting. The Board is responsible for evaluating and determining the Group's ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place. Our management are delegated the responsibility of coordinating the implementation of the Group's environment, employment and service quality assurance policies.

The Board leads and provides direction to management by instituting ESG policies and initiatives, supervising their implementation and monitoring ESG performance. The Board continues to explore ways to further strengthen the ESG governance of the Group. The Board reviews ESG affairs regularly, including environmental protection, employment and labour practices, operating practices, and community investment, and implements appropriate measures to enhance the ESG performance of the Group.

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STAKEHOLDERS' FEEDBACK

As the Group strives for excellence, stakeholders' feedback is appreciated, especially on topics listed as the highest importance in the materiality assessment and its ESG approach and performance. Please give your suggestions or share your views with us at info@yunhongkg.com.

STAKEHOLDER ENGAGEMENT

The Group actively engages with stakeholders to identify ESG issues that need to be addressed. Stakeholder engagement is the process by which an organisation involves parties who may be affected by the decision it makes or can influence the implementation of its decisions. The Management had performed the following:

- generated a full and complete list of stakeholders by consulting various departments within the Group;
- relied on the on-going communication channels and day-to-day interactions and dedicated meeting (where ever deemed necessary) to engage these stakeholders; and
- reduced the list of stakeholders into a workable size, and complete the Stakeholder Influence – Dependency Matrix to work out a list of key stakeholders.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Stakeholders	Expectations and Concerns	Communication channels
Government/ regulatory organizations Shareholders and investors	<ul style="list-style-type: none"> • Compliance with laws and regulations • Return on investments • Corporate governance • Sustainable development • Compliance with laws and regulations 	<ul style="list-style-type: none"> • Announcements and other regulatory reports • Information disclosed on the HKEX website and corporate website • Annual general meetings and other shareholders' meetings
Employees	<ul style="list-style-type: none"> • Employees' compensation and benefits • Career development • Occupational safety and health 	<ul style="list-style-type: none"> • Employee performance evaluation • On-the-job training • Internal e-mail • Regular meetings
Customers	<ul style="list-style-type: none"> • High-quality products and services • Protection of customer rights and personal data 	<ul style="list-style-type: none"> • Corporate website • Customer service hotline
Business partner/ suppliers	<ul style="list-style-type: none"> • Cooperation with integrity • Business ethics and creditworthiness 	<ul style="list-style-type: none"> • Supplier selection assessment • Suppliers' performance assessment • Supplier meetings
Community/Public	<ul style="list-style-type: none"> • Compliance with laws and regulations • Involvement in communities • Environmental protection awareness 	<ul style="list-style-type: none"> • Industry events • Corporate social responsibility activities



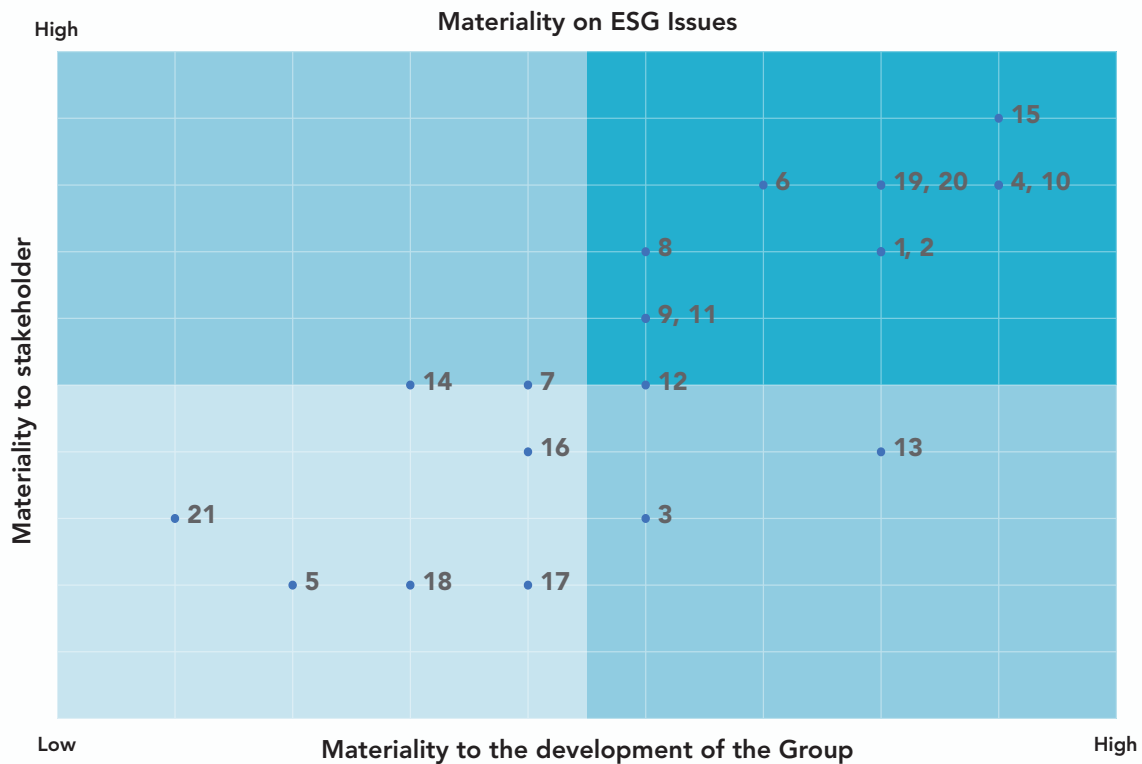


ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

MATERIALITY ASSESSMENT

The Group has been maintaining an open and transparent dialogue with stakeholders, which is started by gathering a better understanding of their expectations and views on what ESG issues they think matter the most and how the Group should be expected to handle such important ESG issues. Given its role as an integrated manufacturing services supplier and one-stop customer solution provider, the Group interacts with a variety of stakeholders, including employees, customers, regulators, suppliers, shareholders, and local communities, through staff meetings, customer service channels, annual general meetings, community services etc. on a regular basis. This helps gauge the expectations of the Group's key stakeholders and collect feedback from them to guide the Group in formulating and strategising its ESG management.

During the reporting period, the Group has evaluated a number of environmental, social and operating items, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction satisfy with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are listed out in the following materiality matrix:



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Aspects	Major concerns
Environment	<ol style="list-style-type: none">1. Air Emission2. Greenhouse Gas Emission3. Wastes Production4. Natural Resources Consumption5. Use of Packaging Materials6. Impact to the Environment7. Climate Change
Employment	<ol style="list-style-type: none">8. Labour Practices9. Employee Remuneration and Benefits10. Occupational Safety and Health11. Employee Development and Training
Supply Chain Management	<ol style="list-style-type: none">12. Green Procurement13. Engagement with Suppliers14. Environmental and Social Risk Management of Supply Chain
Product Responsibility	<ol style="list-style-type: none">15. Product/Service Quality and Safety16. Customer Privacy and Data Security17. Marketing and Promotion18. Intellectual Property Rights
Anti-corruption	<ol style="list-style-type: none">19. Business Ethics & Anti-corruption20. Internal Grievance Mechanism
Community	<ol style="list-style-type: none">21. Participation in Philanthropy





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL

The Group is aware of the effect of environmental performance to the business, especially for daily operational challenges regarding greenhouse gas emission reduction, energy conservation and waste management. During the manufacturing process, the Group would consume electricity for lighting the manufacturing operation and powering the equipment and machinery. Carbon dioxide or greenhouse gas ("GHG") would be indirectly produced when the Group consumes electricity.

Emissions

Air and greenhouse gas emissions

The Group understands that air emissions and greenhouse gas emissions are closely related to climate change and global warming, hence, we are committed to minimising impacts on the environment through responsible environmental management. To reduce the pollutants emitted to the environment, various air emission reduction facilities and measures are implemented:

- The manufacturing base has been designed to have more windows for more natural light and use less electronic light;
- Replacement of environmental friendly machines and equipment;
- The manufacturing base has single-storey building with higher roof to increase the space and to reduce the use of fan or air-conditioner;
- The office light and office equipment would be turned off during the luncheon rest time; and
- The warehouse which stores dangerous goods would always be locked and lights are switched off when the warehouse is closed.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



	Unit	2022	2021
Air emissions			
Nitrogen oxides	g	5,713	7,202
Sulphur oxides	g	100	146
Respiratory suspended particles	g	421	530
GHG			
Scope 1 – petrol consumption	Tonne	18	47
Scope 2 – electricity consumption	Tonne	2,148	2,181
Total GHG emissions	Tonne	2,166	2,228
GHG Emission intensity	Tonne per million dollars of revenue	34.8	28.3

Emission of Volatile Organic Compounds (“VOCs”)

FRP is a material which is produced by a mix of several raw materials including glass fiber, resins and other chemical materials. During the manufacturing process, the Group would also release VOCs which emits from i) styrene - a volatile component of polyester resin and gelcoat; and (ii) acetone – a solvent used for cleaning tools and other surfaces contaminated with resin. Since the emission of VOCs is harmful to the environment, the Group has implemented the following measures to mitigate the harmful effect:

- Maintain an active carbon absorption system in specific manufacturing processes to absorb the emission of VOCs;
- The manufacturing base has single-storey building with higher roof to increase the space for diluting the emission of VOCs into the air;
- Install a number of industrial fans in certain manufacturing processes to improve the air quality of the manufacturing base; and
- The major VOCs emission source of the Group comes from colouring process. Staff is not allowed to enter into the coating room during the natural drying procedure of colour coating to avoid excess inhalation of volatile gases.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Waste management

The Group would produce waste materials such as waste raw materials, packaging materials, waste products and other wastes during the manufacture process. The above environmental wastes, which would pollute the land, would be disposed by the Group to an independent qualified waste collection and disposal services provider.

The Group has established policy to improve the manufacturing efficiency and reduce error productions to reduce the land contamination. The Group will continue looking for ways to reduce carbon dioxide, VOCs emissions and land contamination through measures such as:

- Reduction of VOCs emissions through using low-styrene emissions resins;
- Efficient usage of raw materials monitoring;
- Repairing defective products rather than scrapping products. The Group has less than 0.3% scrapped products only; and
- Other basic household garbage was fully entrusted to the government to handle.

The consumption data was recorded in the year ended 31 December 2022 and 2021 are as follow:

Resources	Unit	Consumption		Consumption intensity (per million dollars of revenue)	
		2022	2021	2022	2021
Electricity	kWh	2,669,124	2,711,511	42,843	34,485
Water	Tonne	22,374	8,797	359	112
Unleaded petrol	Litre	6,776	9,907	109	126
Diesel	Litre	5,530	7,728	89	98



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Packaging materials

Our products are custom made, and the products are also packed based on customer needs. In order to minimise the use of packaging materials, packaging materials from the purchase of raw materials are reused as packaging materials for products where possible.

Packaging materials	Unit	Consumption	Consumption intensity (Per million RMB revenue)
Plastic materials	kg	3,308	53
Metals	kg	76,724	1,232

Compliance of laws and regulations

The Group constantly updated itself with the local legislation and standards for environmental protection and assessed whether these legislations and standards are related to the business of the Group and the Group's compliance status. During the year, the Group strictly complies with the relevant national environmental laws and regulations, including but not limited to the followings:

- the Environmental Protection Law of the People's Republic of China;
- the Law of the People's Republic of China on Environmental Impact Assessment;
- the Law of the People's Republic of China on the Prevention and Control of Water Pollution;
- the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, and
- the Law of the People's Republic of China on the Prevention and Control of Environmental Noise Pollution.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Environmental and natural resources

The production of FRP has less impact to environment compared to steel, timber or aluminium productions. However, for a further reduction on the environmental impact and use of natural resources, the Group would continue to make an assessment for better alternatives for the use of raw materials that provide similar or better qualities. Meanwhile, the Group's policy objective is to maintain the balance between operation efficiency and resource consumption. It would allow the Group to have better production without overuse of resources.

Climate change

We are making every effort to improve the Group's capacity to manage climate change risks by fully identifying the various opportunities and challenges posed by climate change and formulating effective countermeasures.

Physical Risks

The increasing frequency and severity of extreme weather events such as extreme cold or extreme heat, storms, rainstorms and typhoons, could lead to an increased risk of power shortages, interrupt the operation chain and damage the Group's assets. Taking into account the risk of business interruption related to extreme weather events, the Group will remain alert of significant policy changes, and is committed to reducing its environmental impact to minimize the impact of any potential tightening of environmental regulations on the Group's business operations.

Transition Risks

The Group keeps on monitoring changes in regulatory, technological and market landscape due to climate change, including the tightening of national policies and listing rules. The Group has been taking comprehensive measures to deal with changing situation.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



EMPLOYMENT AND LABOUR PRACTICE

Employment

The Group strives to create a fair, respectful and diversified working environment and prohibits discrimination in any form. We treat all employees equally, regardless of their identity, race, and gender, and provide equal treatment and promotion opportunities.

The employment contract specifies the terms including compensation and dismissal, working hours, rest periods and other benefits and welfare for staff. Staff handbook also highlights important information of policies on compensation, employee benefits, rights on termination, business conduct and leave benefits.

A good workplace practice attributes from being free from discrimination and equal opportunities for all despite of age, gender, race, colour, gender orientation, disability or marital status to increase employee satisfaction. The Group would diversify its staff by means of gender and age to balance the culture and communications between staff. The Group encourages labour diversity and welcomes all manpower, thus putting the principle of fairness into practices. The Group had no reported incidents of non-compliance with regulations concerning employment during the year ended 31 December 2022.

The charts below show the gender and age group of our full-time PRC staff:

	No. of staff	Staff turnover rate (%)
Gender		
Male	44	52%
Female	19	63%
Age Group		
18 to 25	0	N/A
26 to 35	7	55%
36 to 45	9	97%
46 to 55	27	43%
56 or above	20	31%

For the year ended 31 December 2022, the Group has 63 employees in PRC. The difference in the composition can be explained by the difference in job nature. In addition, the Group welcome any age range of people to join the Group as long as they are keen to learn and participate.

The Group strives to maintain employee turnover rate at an acceptable level so as to facilitate accumulation of professional skills and experience. The turnover of staff is mainly due to the changes in the number of part-time workers in workshop, which were hired for ad-hoc production projects.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Compliance with laws and regulations

During the year ended 31 December 2022, the Group does not aware of any significant non-compliance with labour law and regulations, including but not limited to the following:

- Labour Law of the People's Republic of China; and
- Labour Contract Law of People's Republic of China.

Health and Safety

Protecting employee's occupational health and safety is critical for the Group. The Group complies with the Labour Law of the People's Republic of China 《中華人民共和國勞動法》 with respect to occupational safety and health and other applicable regulations for a healthy and comfortable working environment. As there is a high concentration of chemicals in the workplace, fire prevention protection for manufacturing facilities including fire-fighting equipment such as fire extinguisher and fire detection equipment are equipped and checked regularly to prevent any fire outbreak. Staff also participate in regular fire drill and smoking is prohibited in all areas.

Occupational health and safety statistics

	2022	2021	2020
Number of lost days due to work injury	52	20	34
Number of work-related fatal accidents	-	-	-

Development and Training

Keeping employees trained is part of a fundamental role in business growth and all employees are well trained regarding to their positions this year. The Group encourages employees for continuous development and improves their skill set through training. The Group provides various internal and external trainings for developing the workforce, including orientation and on-board trainings for new staff so as for them to adapt to the operation of the Group efficiently and strengthen the skill and knowledge required at work. On job training is provided for workers while specific management training is provided to managers and officers. There are also regular annual appraisals to access staff performance with their supervisors.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Trainings by the Group can be categorized as follows:

Staff category	Major training contents
Factory worker	Craftsmanship and occupational safety and health
General staff and managers	Specific training provided based on their roles
Directors and senior executives	Corporate governance practices and legal and regulatory updates

During the year ended 31 December 2022, the Group provided at least 4 hours of safety training to every employee in the production department and 4 hours of occupational hazards and compliance on safety production.

Labour Standards

The Group is committed to upholding the labour rights of staff and has established a compliant mechanism for staff to report any labour violations. The Management believes that the Group has complied with relevant labour standards for the year ended 31 December 2022. It is always the group's policy to prohibit employment of staff members under the legal working age of 18. During the year ended 31 December 2022, no labour disputes between the company and its staff has been recorded.

The Group's policy is to disqualify the person from employment if they are found to be hired against the requirements of the Labour Contract Law. The Group adhere to the laws and regulations prohibiting child labour and forced labour, which mainly includes the following:

- Labour Law;
- Labour Contract Law;
- Law on Protection of Minors; and
- Provisions on the Prohibition of Using Child Labour.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

OPERATING PRACTICES

Supply Chain Management

The Group places quality and safety as priorities and is committed to reaching the standard of safety and quality of its products. A quality supply chain has been set up to ensure high-quality products for customers. In order to minimise the transportation required, all 98 suppliers are located in Mainland China, especially the city and province nearby, such as Jiangsu province, Zhejiang province and Shanghai. The Group's policy on the supply chain management is as follows:

- great emphasis is placed on the communication and relationship with the suppliers towards sustainable development; and
- assessment on the environmental and social risks of the supply chain is carried out regularly; and suppliers are urged to take measures to reduce their environmental and social risks.

Product Responsibility

Quality assurance and customer satisfaction

As a responsible producer, we are committed to delivering high quality products and services to our customers while fulfilling our responsibility on safeguarding customers' privacy, intellectual property rights and our business conducts.

Guidelines on quality control and assurance are formulated to ensure the safety and quality of products. Various inspections are conducted during different production stages: from raw materials and our final products, to ensure meeting our quality standards, customer requirements, and relevant conformity certificates. There is also a one-year warranty provided for the customers. For the year ended 31 December 2022, no products were returned due to safety or quality problems nor any significant complaint were received from customers.

Data privacy

The Group collects information from suppliers and customers for different purposes and takes appropriate procedures to ensure that the information collected is solely for lawful and relevant purposes. The Group sets out data privacy requirements in the company policies, under which customers' and suppliers' data would be used exclusively for matters relating to the Group's operation only. The Group strives to ensure that all collected data refrains from unauthorized or accidental access, processing, erasure or other use.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Intellectual property rights

Intellectual property protection is requisite for innovation-driven development. The Group formulates intellectual property registration application specifications to regulate the correct use of company design copyrights and trademarks and avoid situations such as damage to rights or infringements caused by failure to declare intellectual property protection on time. The Group also protects its intellectual property rights by prolonged use and registration of domain names and trademarks. The Group's domain names are constantly monitored and renewed before their expiration.

Compliance on laws and regulations

During the year ended 31 December 2022, the Group complied with laws and regulations that have a significant impact on the Group concerning health and safety, labelling and privacy matters relating to products. This included, but was not limited to,

- Law on the Protection of Consumer Rights and Interests;
- Advertising Law;
- Personal Information Protection Law; and
- Product Quality Law.

Anti-Corruption

A system with good moral integrity and anti-corruption mechanism is the cornerstone for a sustainable and healthy development of the Group. The Group takes a zero-tolerance approach to corruption and bribery and is committed to acting professionally, fairly and with integrity in all our business dealings. The staff manual provides guidance on employees' behaviours, for example the acceptance of gifts and conflict of interests, to further enhance the awareness of employees. The Group encourages staff to report suspected corruption cases.

Whistleblowing Policy and Procedure

We encourage transparency and honesty, and provide channels for reporting the misconduct or malpractices. Any suspicious transactions after investigation would be reported to the relevant governing body by the responsible officer.





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Compliance with laws and regulations

During the year ended 31 December 2022, the Group abides by the laws and regulations related to anti-corruption and money laundering, including but not limited to the following:

- Criminal Law;
- Anti-Unfair Competition Law;
- Criminal Law; and
- the Company Law.

There were no concluded legal cases regarding corrupt practices brought against the Group or its employees.

COMMUNITY INVESTMENT

For the continuous effort in giving back to the society, the Group would seek for opportunities to get involved in various community programs. The Group's approach towards community involvement is as follows:

- The Group would fulfil corporate social responsibility through the sustainable development strategy to expand its efforts in the areas of charity work;
- Assessment will be taken on how to give business activities to the interests of the community; and
- The Group is committed to providing career opportunities to the locals and promoting the development of the community's economy.





DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2022.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as exempted company with limited liability on 13 January 2016. Pursuant to the corporate reorganisation in preparation for the listing of the shares of the Company (the "Shares") on the GEM of the Stock Exchange, the Company held all the issued capital of the subsidiaries comprising the Group since 16 March 2016.

The Shares were listed on GEM of the Stock Exchange on 13 January 2017 by way of placing.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in (i) the research and development, production and sales of fiberglass reinforced plastic products; and (ii) sales of industrial silica sand material in the PRC.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 61 of this annual report.

The Board does not recommend the payment of final dividend for the year ended 31 December 2022 (2021: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 11 to the consolidated financial statements of this annual report.

SHARE CAPITAL

Details of movements during the year ended 31 December 2022 in the share capital of the Company are set out in note 26(a) to the consolidated financial statements of this annual report.





DIRECTORS' REPORT

DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity on page 64 of this annual report.

As at 31 December 2022, the Company's reserves available for distribution to equity holders amounted to approximately RMB12.8 million (2021: RMB18.2 million).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for each of the last five financial years is set out on page 153 of this annual report.

DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this report were:

Executive Directors:

Mr. Li Yubao (*Chairman*)
Ms. Zhang Yaping (*Chief Executive Officer*)
Ms. Shi Dongying

Independent Non-executive Directors:

Mr. Lee Man Tai
Mr. Tam Tak Kei Raymond
Mr. Ng Sai Leung

In accordance with article 108 (a) of the articles of association of the Company, Mr. Li Yubao and Ms. Shi Dongying will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Each of the independent non-executive directors has confirmed in writing his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all the independent non-executive Directors are independent to the Company.

DISCLOSURE OF CHANGE IN DIRECTOR'S INFORMATION

Changes in the information of the Directors under rule 17.05A(1) during the year ended 31 December 2022 and up to the date of this report are set out below:

- Mr. Tam Tak Kei Raymond ceased to be the independent non-executive director of Green Economy Development Limited (formerly known as Vision Fame International Holding Limited) (stock code: 1315) in February 2023.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.



DIRECTORS' REPORT



DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for election at the forthcoming annual general meeting has or is proposed to have a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment compensation, other than the statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Saved as disclosed in this report, there was no transaction, arrangement or contract of significance to which the Company or any related companies (holding companies, subsidiaries, or fellow subsidiaries) was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2022, 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 the 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 any interest or short positions which they are taken or deemed to have under such provisions of the SFO) pursuant to section 352 of the SFO to be entered in the register referred to therein pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors and to be notified to the Company and the Stock Exchange are as follows:

(i) Long position in the Shares

Name	Capacity/Nature of interest	Number of shares held/interested in	Percentage of interest in the Company
Mr. Li Yubao ("Mr. Li") (Note)	Interest in controlled corporations	163,600,000	40.9%

Note:

Mr. Li is the ultimate controlling shareholder of LF INTERNATIONAL PTE. LTD. ("LFB") and Yunhong Group Co., Limited ("Yunhong"), both of which in turn hold a total of 163,600,000 Shares. Therefore, Mr. Li is deemed, or taken to be, interested in all the Shares held by LFB and Yunhong for the purposes of the SFO.





DIRECTORS' REPORT

(ii) Long position in the ordinary shares of associated corporations

Name	Name of associated corporation	Capacity/Nature of interest	Number of shares held	Approximate percentage of interests
Mr. Li	LF INTERNATIONAL PTE. LTD. ("LFS") (Note 1)	Beneficial Owner	100	100%
	LFB (Note 2)	Interest in controlled corporation	1	100%

Notes:

1. LFS is a limited liability company incorporated in Singapore.
2. LFB is wholly-owned by LFS, which is in turn wholly-owned by Mr. Li.

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executive had any interests or short positions 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), as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, as recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

DIRECTOR'S RIGHTS TO PURCHASE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the year ended 31 December 2022 was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any body corporate, and none of the Directors and chief executive or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year ended 31 December 2022.



DIRECTORS' REPORT



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

As at 31 December 2022, so far as is known to the Directors, the interests and short positions of the persons or corporations (other than a Director or chief executive of the Company) in the Shares or underlying Shares which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept by the Company under section 336 of the SFO or, were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are as follows:

Name	Capacity/Nature of interest	Number of ordinary shares held/interested in	Percentage of interest in the Company
LFS (Note 1)	Interest in a controlled corporation	123,600,000	30.9%
LFB (Note 1)	Beneficial owner	123,600,000	30.9%
Yunhong (Note 2)	Beneficial owner	40,000,000	10.0%
Mr. Wu Dong ("Mr. Wu") (Note 2)	Interest in a controlled corporation	40,000,000	10.0%
Mr. Huang Xuechao	Beneficial owner	58,880,000	14.7%
Mr. Yan Qixu	Beneficial owner	27,920,000	7.0%

Notes:

1. LFB is wholly-owned by LFS, which is in turn wholly-owned by Mr. Li. Therefore, each of LFS and Mr. Li is deemed or taken to be interested in the Shares held by LFB under the SFO.
2. Mr. Wu holds approximately 93.67% equity interest in Yunhong, which in turn beneficially owns 40,000,000 Shares (representing 10% of the total number of issued Shares). Therefore, Mr. Wu is deemed or taken to be interested in the Shares held by Yunhong under the SFO. Among this 93.67% equity interest in Yunhong, 92% is held by Mr. Wu on behalf of Mr. Li pursuant to the nominee shareholding arrangements between Mr. Wu and Mr. Li. Hence, Mr. Li is regarded as the ultimate controlling shareholder of Yunhong and therefore Mr. Li is deemed or taken to be interested in the Shares held by Yunhong under the SFO.

Save as disclosed above, as at 31 December 2022, no other persons (other than the Directors and chief executive of the Company) had any interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of part XV of the SFO.





DIRECTORS' REPORT

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2022, the Group did not enter into any transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules. Details of the material related party transactions are set out in note 28 to the consolidated financial statements of this annual report. These related party transactions did not constitute connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2022, sales to the Group's five customers accounted for 57.8% (2021: 52.1%) of the total revenue of the Group, while the percentage of the total revenue of the Group attributable to the Group's largest customer was approximately 15.8% (2021: 25.3%).

For the year ended 31 December 2022, purchases from the Group's five suppliers accounted for 58.0% (2021: 53.7%) of the total cost of sales of the Group, while the percentage of the total cost of sales of the Group attributable to the Group's largest supplier was approximately 25.9% (2021: 24.1%).

None of the Directors, or any of their associates or any other Shareholders, which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers during the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

PERMITTED INDEMNITY PROVISION

During the year ended 31 December 2022 and up to the date of this report, the Directors were indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they might incur in connection with the execution of their duties. The Company has arranged Directors' and officers' liability insurance policy of the Company for the year ended 31 December 2022.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2022, the Directors were not aware of any business or interest of each of the Directors, controlling Shareholders and their respective close associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.





DIRECTORS' REPORT

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

During the year ended 31 December 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued Shares was held by the public as at the date of this report.

BUSINESS REVIEW

A fair review of the business of the Company as well as a discussion and analysis of the Group's performance during the year ended 31 December 2022 and the material factors underlying its results and financial position can be found in the "Management Discussion and Analysis" set out on pages 6 to 13 of this annual report. These discussions form part of this report.

CORPORATE GOVERNANCE

Information on the corporate government practices adopted by the Company is set out in the "Corporate Governance Report" on pages 18 to 31 of this annual report.

AUDITOR

Crowe (HK) CPA Limited ("Crowe") resigned as the auditor of the Company with effect from 26 July 2023 and Mazars CPA Limited ("Mazars") has been appointed as the auditor of the Company with effect from 6 October 2023 to fill the casual vacancy following the resignation of Crowe. Save as disclosed above, there were no other changes in the auditor of the Company during the past three years.

Mazars will hold office until the conclusion of the forthcoming annual general meeting and retire, and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Zhang Yaping

Executive Director

Hong Kong,
17 January 2024





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

mazars

MAZARS CPA LIMITED

中審眾環(香港)會計師事務所有限公司

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OPINION

We have audited the consolidated financial statements of Yunhong Guixin Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 61 to 152, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Impairment of trade and bills receivables Refer to notes 2(j)(i), 17, 18, 27(a) and 30(b)(i) to the consolidated financial statements</p> <p>At 31 December 2022, trade and bills receivables amounted to approximately RMB50,315,000, net of provision for impairment losses of approximately RMB8,709,000, for which there are no collateral as security for settlement. In the normal ordinary course of its business, the Group grants its customers with credit period up to 180 days after billing. The Group's top five largest debtors accounted for approximately 70.7% of its total trade and bills receivables at 31 December 2022. This may give rise to the risk of bad debt losses arising from unfavourable changes in the customers' abilities to settle their trade debts after year end.</p> <p>We identified the impairment of trade and bills receivables as a key audit matter due to the significance of the balances. Furthermore, a significant degree of management estimation is required in assessing impairment losses of trade and bills receivables which may affect their carrying amounts.</p>	<p>Our key audit procedures in relation to the impairment of trade and bills receivables include:</p> <ul style="list-style-type: none"> • Reviewing the Group's credit control and debt recovery procedures and actions taken to monitor and collect the trade and bills receivables; • Reviewing historical settlement history of the customers and testing subsequent cash receipts from the customers after the year end; • Assessing ageing analysis for trade and bills receivables by customers and updated creditworthiness of the customers; • Enquiring management of any material disputes with customers, assessing and evaluating the implications arising from the discrepancies on the debtor confirmations directly obtained from the customers and reviewing correspondences with the customers for any material potential dispute; • Reviewing the management's assessment on expected credit losses on trade and bills receivables, in particular challenging the reasonableness of the provision matrix by reference to historical bad debt loss rates, payment history and creditworthiness of the customers, and other forward-looking information specific to the customers and the economic conditions; and • Checking the accuracy of calculation of the required provision for the expected credit losses on trade and bills receivables.





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

KEY AUDIT MATTERS (Continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue recognition Refer to notes 2(u) and 3 to the consolidated financial statements</p> <p>For the year ended 31 December 2022, revenue amounted to approximately RMB62,287,000. The Group is principally engaged in the research and development, production and sales of fiberglass reinforced plastic grating products and epoxy wedge strip products in the People's Republic of China. In some of the terms of the sales contracts made between the Group and its customers, there are warranty clauses for the quality of the products, which were mainly related to agreed-upon product function specifications, with expiry date falling within 1-2 years after the control of the products were transferred to the customers. Revenue is recognised when the control of the products has been transferred to the customers at a point-in-time.</p> <p>We identified revenue recognition as a key audit matter due to revenue is one of the key performance indicators of the Group and there is an inherent risk of manipulation of the timing of revenue recognition by management to meet specific targets or expectations.</p>	<p>Our key audit procedures in relation to the revenue recognition includes:</p> <ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design and implementation of the key internal controls over the revenue recognition cycle of the Group; • Evaluating the appropriateness of the accounting policies on revenue recognition adopted by the Group and related accounting estimates and judgements made; • Performing substantive testing on the accuracy and occurrence of revenue using sampling techniques by examining, including to but not limited to, the terms of sales contracts, delivery notes, bills of lading, customer bills, billing reports, and financial records, as well as testing the cut-off for revenue recognised immediately before and after the end of the reporting period and obtaining written confirmation replies directly from the customer; and • Reviewing the historical record to assess any significant product return in the past assurance-type warranty period in order to evaluate the appropriate point of revenue recognition.





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Companies Ordinance and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.





INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YUNHONG GUIXIN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Mazars CPA Limited

Certified Public Accountants

Hong Kong, 17 January 2024

The engagement director on the audit resulting in this independent auditor's report is:

She Shing Pang

Practising Certificate number: P05510





CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
Revenue	3	62,287	78,624
Cost of sales		(46,665)	(57,602)
Gross profit		15,622	21,022
Other revenue and other income	4	2,429	304
Other net gain (loss)	4	966	(327)
Fair value gain on investment property	12	-	100
Impairment losses on contract assets and trade and other receivables, net	18(b)	(5,269)	(659)
Gain on disposal of a subsidiary	25	3,537	-
Distribution costs		(2,126)	(4,336)
Administrative expenses		(10,830)	(14,864)
Profit from operations		4,329	1,240
Finance costs	5(a)	(60)	(294)
Profit before taxation	5	4,269	946
Income tax expenses	6(a)	(1,654)	(2,989)
Profit (Loss) for the year		2,615	(2,043)
Other comprehensive income:			
<i>Items that will not be reclassified to profit or loss:</i>			
Gain on revaluation of property, plant and equipment and right-of-use asset on transfer to investment property, net of tax		-	11,132
Total comprehensive income for the year		2,615	9,089
Earnings (Loss) per share		RMB cents	RMB cents
Basic and diluted	9	0.65	(0.51)





CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
Non-current assets			
Property, plant and equipment	11	25,141	5,993
Investment property	12	–	29,000
Right-of-use assets	13	8,409	320
Deferred tax assets	22(b)	2,836	1,760
		36,386	37,073
Current assets			
Inventories	15	9,058	12,305
Property held for sale	16	–	1,468
Contract assets	17	1,102	1,648
Trade and other receivables	18	51,584	46,865
Pledged bank deposits	14	–	3,000
Cash and cash equivalents	19(a)	13,655	8,220
		75,399	73,506
Current liabilities			
Trade and other payables	20	21,310	29,853
Lease liabilities	21	2,793	171
Income tax payable	22(a)	4,643	1,888
		28,746	31,912
Net current assets			
		46,653	41,594
Total assets less current liabilities			
		83,039	78,667
Non-current liabilities			
Lease liabilities	21	5,642	150
Deferred tax liabilities	22(c)	6,536	10,271
		12,178	10,421
NET ASSETS			
		70,861	68,246





CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
Capital and reserves			
Share capital	26(a)	3,600	3,600
Reserves		67,261	64,646
TOTAL EQUITY		70,861	68,246

These consolidated financial statements on pages 61 to 152 were approved and authorised for issue by the Board of Directors on 17 January 2024 and signed on its behalf by

Li Yubao
Director

Zhang Yaping
Director

The notes on pages 67 to 152 form an integral part of these consolidated financial statements.



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2022

	Reserves								Total equity
	Share capital	Share premium	Capital reserve	Property revaluation reserve	Share-based payment services	Statutory reserve	Retained profits	Sub-total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(note 26(a))	(note 26(b))	(note 26(c))	(note 26(d))	(note 26(e))	(note 26(f))			
At 1 January 2021	3,600	20,900	9,557	-	1,933	6,407	16,693	55,490	59,090
Loss for the year	-	-	-	-	-	-	(2,043)	(2,043)	(2,043)
Other comprehensive income for the year	-	-	-	11,132	-	-	-	11,132	11,132
Total comprehensive income for the year	-	-	-	11,132	-	-	(2,043)	9,089	9,089
Equity-settled share-based payments	-	-	-	-	67	-	-	67	67
Transfer to statutory reserve	-	-	-	-	-	1,880	(1,880)	-	-
Lapse of share-based payment arrangements	-	-	-	-	(2,000)	-	2,000	-	-
At 31 December 2021	<u>3,600</u>	<u>20,900</u>	<u>9,557</u>	<u>11,132</u>	<u>-</u>	<u>8,287</u>	<u>14,770</u>	<u>64,646</u>	<u>68,246</u>
At 1 January 2022	3,600	20,900	9,557	11,132	-	8,287	14,770	64,646	68,246
Profit and total comprehensive income for the year	-	-	-	-	-	-	2,615	2,615	2,615
Release of property revaluation reserve to retained profits	-	-	-	(11,132)	-	-	11,132	-	-
Transfer to statutory reserve	-	-	-	-	-	420	(420)	-	-
At 31 December 2022	<u>3,600</u>	<u>20,900</u>	<u>9,557</u>	<u>-</u>	<u>-</u>	<u>8,707</u>	<u>28,097</u>	<u>67,261</u>	<u>70,861</u>

The notes on pages 67 to 152 form an integral part of these consolidated financial statements.





CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
Operating activities			
Profit before taxation		4,269	946
Adjustments for:			
– Depreciation of property, plant and equipment	5(c)	1,190	1,839
– Amortisation for right-of-use asset	5(c)	192	64
– Impairment loss on contract assets and trade and other receivables, net	5(c)	5,269	659
– (Reversal of write-down) Write-down of inventories	5(c)	(556)	1,648
– Interest income	4	(59)	(15)
– Finance costs	5(a)	60	294
– Equity-settled share-based payment		–	67
– Written-off of property, plant and equipment		–	35
– Fair value gain of investment property		–	(100)
– Loss on disposal of property, plant and equipment	5(c)	7	–
– Gain on disposal of a subsidiary	25	(3,537)	–
– Gain on disposal of property held for sale	4	(265)	–
		6,570	5,437
Operating cash flows before changes in working capital			
Changes in working capital			
Decrease (Increase) in inventories		3,803	(5,780)
(Increase) Decrease in trade and other receivables		(12,264)	2,244
Decrease (Increase) in contract assets		495	(286)
Decrease in pledged bank deposits		3,000	1,000
(Decrease) Increase in trade and other payables		(6,698)	3,963
		(5,094)	6,578
Cash (used in) generated from operations			
Income taxes paid		(1,529)	(2,856)
		(6,623)	3,722
Investing activities			
Purchase of property, plant and equipment	11	(20,396)	(6,739)
Sales proceed on disposal of property held for sale	16	1,733	–
Sales proceed on disposal of property, plant and equipment		51	–
Net cash inflow from disposal of a subsidiary	25	30,838	–
Interest received		59	15
		12,285	(6,724)
Net cash generated from (used in) investing activities			



CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
Financing activities			
Capital element of lease rentals paid	19(b)	(167)	(29)
Interest element of lease rentals paid	19(b)	(16)	(2)
Proceeds from new bank borrowings	19(b)	5,000	–
Repayment of bank borrowings	19(b)	(5,000)	(5,000)
Interest paid		(44)	(292)
		(227)	(5,323)
Net increase (decrease) in cash and cash equivalents		5,435	(8,325)
Cash and cash equivalents at beginning of the reporting period		8,220	16,545
Cash and cash equivalents at end of the reporting period	19(a)	13,655	8,220

The notes on pages 67 to 152 form an integral part of these consolidated financial statements.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

1. GENERAL INFORMATION

Yunhong Guixin Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 13 January 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 13 January 2017. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands and its principal place of business is 66 South Oujiang Road, Haimen Economic Development Zone, Nantong City, Jiangsu Province, the People’s Republic of China (the “PRC”).

The Company is an investment holding company. The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are principally engaged in (i) the research and development, production and sales of fiberglass reinforced plastic products; and (ii) sales of industrial silica sand material in the PRC.

2. PRINCIPAL ACCOUNTING POLICIES

(a) Statement of compliance

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

A summary of the significant accounting policies adopted by the Group is set out below.

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

The Group has not applied any new standard, amendments or interpretations that is not yet effective for the current accounting period, details of which are set out in note 32.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of the consolidated financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). Renminbi (“RMB”) is the functional currency of all entities of the Group. These consolidated financial statements are presented in RMB and the figures are rounded to the nearest thousands of RMB (“RMB’000”), except for per share data, because the management evaluates the performance of the Group based on RMB.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that the investment property, representing interests in leasehold land and building held as investment property is stated at their fair value as explained in the accounting policies (see note 2(h)).

Non-current assets held for sales are stated at the lower of carrying amount and fair value less costs to sell (see note 2(m)).

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 30.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(c) Changes in accounting policies

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year:

Amendments to HKFRS 16	Covid-19-Related Rent Concessions Beyond 30 June 2021
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements to HKFRSs	2018–2020 Cycle

Amendments to HKFRS 16: Covid-19-Related Rent Concessions Beyond 30 June 2021

The amendments exempt lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the covid-19 pandemic are lease modifications and allow lessees to account for such rent concessions as if they were not lease modifications. It applies to covid-19-related rent concessions that reduce lease payments due on or before 30 June 2022. The amendments do not affect lessors.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of HKAS 2.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies (Continued)

Amendments to HKAS 37: Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKFRS 3: Reference to the Conceptual Framework

The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Annual Improvements Project – 2018-2020 Cycle

HKFRS 1: Subsidiary as a First-time Adopter

This amendment simplifies the application of HKFRS 1 for a subsidiary that becomes a first-time adopter of HKFRSs later than its parent – i.e. if a subsidiary adopts HKFRSs later than its parent and applies HKFRS 1.D16(a), then a subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transition to HKFRSs.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(c) Changes in accounting policies *(Continued)*

Annual Improvements Project – 2018-2020 Cycle (Continued)

HKFRS 9: Fees in the “10 per cent” Test for Derecognition of Financial Liabilities

This amendment clarifies that – for the purpose of performing the “10 per cent test” for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other’s behalf.

HKFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

HKAS 41: Taxation in Fair Value Measurements

This amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in HKAS 41 with those in HKFRS 13.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(d) **Subsidiaries and non-controlling interests** *(Continued)*

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

In the Company's statement of financial position which is presented within these notes, investments in subsidiaries are stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e)(i) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Incomes Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(e)(i) Business combinations *(Continued)*

Where the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that does not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(e)(ii) Merger accounting for common control combinations

The consolidated financial statements incorporate the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been consolidated from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

(f) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses (see note 2(j)(ii)).

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment, other than construction in progress, over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, if any, using the straight-line method over their estimated useful lives as follows:

- Buildings situated on leasehold land are depreciated over their estimated useful life, being no more than 50 years after the date of completion.
- Leasehold improvement 5 years
- Plant and equipment (including moulds) 3 to 10 years
- Furniture and fixtures 5 years
- Motor vehicles 4 years



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(f) **Property, plant and equipment** *(Continued)*

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are recognised in profit or loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(g) **Construction in progress**

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all construction expenditure and other direct costs, including interest costs, attributable to such projects. Costs on completed works are transferred to the appropriate assets category. No depreciation is provided in respect of construction in progress until it is completed and available for use.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(h) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property. Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2(u)(iv).

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Leased assets (Continued)

(i) As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(f) and 2(j)(ii)), except for right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 2(h).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(i) **Leased assets** *(Continued)*

(ii) *As a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2(u)(iv). When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2(i)(i), then the Group classifies the sub-lease as an operating lease.

(j) **Credit losses and impairment of assets**

(i) *Credit losses from financial instruments and contract assets*

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits and trade and other receivables);
- contract assets as defined in HKFRS 15 when the receivables are not unconditional (e.g. retention money withheld by customers); and
- lease receivables.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments and contract assets *(Continued)*

Measurement of ECLs *(Continued)*

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- Lease receivables: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments and contract assets *(Continued)*

Measurement of ECLs *(Continued)*

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) **Credit losses and impairment of assets** *(Continued)*

(i) *Credit losses from financial instruments and contract assets (Continued)*

Significant increases in credit risk (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at fair value through other comprehensive income ("FVOCI") (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

Basis of calculation of interest income

Interest income recognised in accordance with note 2(u)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments and contract assets *(Continued)*

Basis of calculation of interest income *(Continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or past due events;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) **Credit losses and impairment of assets** *(Continued)*

(ii) *Impairment of other non-current assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use ("VIU"). In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or VIU (if determinable).





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(ii) Impairment of other non-current assets (Continued)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the GEM Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34 *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(j)(i) and 2(j)(ii)).

(k) Inventories and other contract costs

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(k) Inventories and other contract costs (Continued)

(i) Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(k)(i)) or property, plant and equipment (see note 2(f)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(k) Inventories and other contract costs *(Continued)*

(ii) Other contract costs *(Continued)*

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(u).

(l) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 2(j)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(u)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(n)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(m) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up to date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets and financial assets (other than investments in subsidiaries). These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(l)).





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(n) Trade and other receivables *(Continued)*

Receivables are stated at amortised cost using the effective interest method less allowance for expected credit losses (see note 2(j)(i)).

(o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(w)).

(p) Trade and other payables

Trade and other payables are initially recognised at fair value. They are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2(j)(i).

(r) Employee benefits

(i) *Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

(i) Short term employee benefits and contributions to defined contribution retirement plans (Continued)

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiary in the PRC has joined defined contributions plans for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above-mentioned schemes at the applicable rates based on the amounts stipulated by the government organisation. The contributions are charged to profit or loss on an accrual basis.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

(ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(iii) Share-based payments

The fair value of shares or share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using the appropriate valuation techniques, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the shares or share options, the total estimated fair value of the shares or share options is spread over the vesting period, taking into account the probability that the shares or share options will vest.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(r) **Employee benefits** *(Continued)*

(iii) *Share-based payments (Continued)*

During the vesting period, the number of share options that are expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(s) **Income tax**

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(s) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(s) **Income tax** *(Continued)*

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(t) **Provisions and contingent liabilities**

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value-added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accrued on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods

Sales of the Group's goods are recognised as follows:

Revenue is recognised when the customer takes possession of and accepts the goods.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(u) Revenue and other income *(Continued)*

(ii) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(j)(i)).

(iii) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(v) Translation of foreign currencies

Foreign currency transactions during the reporting period are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognizes such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(w) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(x) Related parties

A related party is a person or entity that is related to the Group.

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(x) **Related parties** *(Continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate, and a joint venture includes subsidiaries of the joint venture.

(y) **Segment reporting**

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the chief operating decision maker ("CODM"), being the executive directors of the Company, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(z) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

3. REVENUE

Revenue represents net invoiced value of goods sold, less value-added taxes, returns and discounts, during the year.

	2022 RMB'000	2021 RMB'000
Revenue from contracts with customers within the scope of HKFRS 15		
Sales of fiberglass reinforced plastic products		
– fiberglass reinforced plastic grating	28,853	41,188
– phenolic grating	21	160
– epoxy wedge strip	33,413	37,276
	<u>62,287</u>	<u>78,624</u>
Timing of revenue recognition		
At a point in time	<u>62,287</u>	<u>78,624</u>

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in note 10(b).

4. OTHER REVENUE, OTHER INCOME AND OTHER NET GAIN (LOSS)

	2022 RMB'000	2021 RMB'000
Other revenue		
Interest income on bank deposits	59	15
Rental income from investment property	1,752	80
Reversal of write-down of inventories	556	–
	<u>2,367</u>	<u>95</u>
Other income		
Government grants and other subsidies	24	187
Others	38	22
	<u>62</u>	<u>209</u>
	<u>2,429</u>	<u>304</u>
Other net gain (loss)		
Gain on disposal of property held for sale (note 16)	265	–
Net foreign exchange gain (loss)	701	(327)
	<u>966</u>	<u>(327)</u>





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging (crediting):

	2022	2021
	RMB'000	RMB'000
(a) Finance costs		
Interest on bank borrowings	44	292
Interest on lease liabilities	16	2
	<u>60</u>	<u>294</u>
(b) Employee benefits expenses (including directors' remuneration)		
Salaries, wages and other benefits	10,020	13,014
Contributions to defined contribution retirement plans	860	1,024
Equity-settled share-based payments (note 26(e))	–	67
	<u>10,880</u>	<u>14,105</u>
(c) Other items		
Auditor's remuneration		
– auditor of the Company	2,054	807
– other auditors (note (i))	18	24
Cost of inventories (note (ii))	44,112	57,650
Depreciation of property, plant and equipment (note 11)	1,190	1,839
Depreciation of right-of-use asset (note 13)	192	64
Provision of impairment loss on contract assets (note 17(b))	51	15
Provision of impairment loss on other receivables	–	385
Provision of impairment loss on trade and bills receivables (note 18(b))	5,218	259
Research and development costs (note (iii))	1,872	4,834
(Reversal of write-down) Write-down of inventories	(556)	1,648
Lease payment on short-term lease	2,183	–
Loss on disposal of property, plant and equipment	7	–
Written-off of property, plant and equipment	–	35
	<u>–</u>	<u>35</u>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



5. PROFIT BEFORE TAXATION (Continued)

Notes:

- (i) The amounts represent remunerations paid to other auditors of Nantong Meigu Composite Materials Company Limited ("Nantong Meigu") for statutory audit service.
- (ii) Cost of inventories include RMB3,905,000 (2021: RMB5,522,000) relating to employee benefits expenses, RMB807,000 (2021: RMB1,166,000) relating to depreciation of property, plant and equipment and RMB556,000 (2021: RMB1,648,000 relating to write-down of inventories) relating to reversal of write-down of inventories, for the year ended 31 December 2022, the amounts of which are also included in the respective total amounts disclosed separately above for each of these types of expenses.
- (iii) Included in research and development costs are employee benefits expenses of RMB1,202,000 (2021: RMB1,454,000) and costs of materials consumed of RMB370,000 (2021: RMB3,213,000), the amounts of which are also included in the total amount separately disclosed for each of these types of expenses.

6. INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(a) Income tax recognised in profit or loss:

	2022 RMB'000	2021 RMB'000
Current tax		
The PRC Enterprise Income Tax ("EIT") on profits of a PRC subsidiary of the Group		
– current year	2,832	1,893
– under-provision in prior years	–	32
	2,832	1,925
Deferred tax		
Origination and reversal of temporary differences in respect of		
– provision for impairment losses on contract assets and trade and other receivables (note 22(b))	(1,317)	(165)
– reversal of write-down (write-down of inventories) (note 22(b))	139	(386)
– withholding tax on distributable profits of a PRC subsidiary of the Group (note 22(c))	–	1,692
– fair value gain on investment property (note 22(c))	–	25
– tax losses arising from the Group's PRC subsidiary	–	(102)
	(1,178)	1,064
	1,654	2,989





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

6. INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

(a) Income tax recognised in profit or loss: (Continued)

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

No provision for Hong Kong Profits Tax has been made for the years ended 31 December 2022 and 2021, as the Group did not have assessable profits subject to Hong Kong Profits Tax during both years.

The PRC subsidiaries of the Group are subject to the PRC EIT at 25% (2021: 25%). Dividends declared to Prosperous Composite Material Co., Ltd. ("Prosperous Composite"), as a non-resident shareholder, in respect of profits earned by Nantong Meigu, is subject to the PRC withholding tax at 10% (2021: 10%).

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

	2022 RMB'000	2021 RMB'000
Profit before taxation	4,269	946
Notional tax on profit before taxation attributable to the subsidiaries under the tax jurisdiction of the PRC calculated at 25%	2,412	1,241
Notional tax on loss before taxation attributable to the non-PRC entities of the Group under the tax jurisdiction of Hong Kong calculated at 16.5%	(888)	(693)
Tax effect of non-deductible expenses	2,192	1,243
Tax effect of non-taxable incomes	(884)	–
Tax effect of temporary difference	(1,178)	(526)
Deferred tax provided for the PRC withholding tax on distributable profits of the Group's PRC subsidiary	–	1,692
Under-provision in prior years	–	32
Income tax expenses for the year	1,654	2,989



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



7. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVES

Emoluments of the directors of the Company and those of the chief executives of the Group for the year, disclosed pursuant to the GEM Listing Rules, section 383(1)(a), (b), (c) and (f) of the Companies Ordinance and Part 2 of the Company (Disclosure of Information about Benefits of Directors) Regulation, which were included in employee benefits expenses as disclosed in note 5(b), are as follows:

	Directors' fees RMB'000	Basic salaries, allowances and other benefits RMB'000	Bonus RMB'000	Employer's contributions to defined contribution scheme RMB'000	Share-based payments RMB'000	Total RMB'000
2022						
Executive directors and chief executives						
Li Yubao	-	618	-	15	-	633
Zhang Yaping	-	513	-	15	-	528
Shi Dongying	-	110	16	36	-	162
Zhou Lingling	-	104	16	22	-	142
	-	1,345	32	88	-	1,465
Independent non-executive directors						
Ng Sai Leung	106	-	-	-	-	106
Tam Tak Kei Raymond	106	-	-	-	-	106
Lee Man Tai	106	-	-	-	-	106
	318	-	-	-	-	318
Total	318	1,345	32	88	-	1,783





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

7. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVES (Continued)

	Directors' fees	Basic salaries, allowances and other benefits	Bonus	Employer's contributions to defined contribution scheme	Share-based payments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2021						
Executive directors and chief executives						
Li Yubao (note a)	-	247	-	6	-	253
Zhang Yaping (note b)	-	297	-	6	-	303
Shi Dongying	-	128	-	24	-	152
Cheng Dong (note c)	-	223	-	12	-	235
Jiang Guitang (note d)	-	112	-	22	67	201
Zhou Lingling (note e)	-	71	-	8	-	79
Shen Qixian (note e)	-	83	-	-	-	83
Lin Guangquan (note f)	-	-	-	-	-	-
	-	1,161	-	78	67	1,306
Independent non-executive directors						
Ng Sai Leung	99	-	-	-	-	99
Tam Tak Kei Raymond	99	-	-	-	-	99
Lee Man Tai (note g)	50	-	-	-	-	50
Huang Xin (note h)	50	-	-	-	-	50
	298	-	-	-	-	298
Total	298	1,161	-	78	67	1,604



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



7. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVES (Continued)

Note:

- a. Li Yubao was appointed as executive director of the Company on 30 June 2021.
- b. Zhang Yaping was appointed as executive director and chief executive officer of the Company on 30 June 2021.
- c. Cheng Dong resigned as executive director of the Company on 30 June 2021.
- d. Jiang Guitang resigned as executive director and chief executive officer of the Company on 30 June 2021.
- e. Shen Qixian, who served as legal representative and a director of Nantong Meigu, the key operating entity of the Group, and was regarded as a chief executive of the Group. He resigned from his position on 7 July 2021 and Zhou Lingling was appointed on the same date as his successor in his position.
- f. Lin Guangquan who served as a director. of Nantong Meigu, the key operating entity of the Group, and was regarded as a chief executive of the Group. He resigned from his position on 7 July 2021.
- g. Lee Man Tai was appointed as independent non-executive director of the Company on 30 June 2021.
- h. Huang Xin resigned as independent non-executive director of the Company on 30 June 2021.

During the year, no emolument was paid by the Group to any of the directors of the Company or the five highest paid individuals (note 8 below) as an inducement to join or upon joining the Group or as compensation for loss of office (2021: Nil). None of the directors of the Company or the top five highest paid individuals (note 8 below) waived any emoluments during the year (2021: Nil).

8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2021: one) are director(s), Li Yubao and Zhang Yaping (2021: Zhang Yaping), whose emoluments for the years ended 31 December 2022 and 2021 are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2021: four) individuals were as follows:

	2022	2021
	RMB'000	RMB'000
Basic salaries, allowances and other benefits	1,735	1,616
Employer's contributions to defined contribution retirement schemes	299	333
	2,034	1,949





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Year ended 31 December 2022

8. INDIVIDUALS WITH HIGHEST EMOLUMENTS *(Continued)*

The number of these non-director individuals whose emoluments fell within the following emoluments band is as follows:

	Number of individuals	
	2023	2022
Nil to Hong Kong Dollars ("HK\$") 1,000,000	2	4
HK\$1,000,001 to HK\$1,500,000	1	–
	3	4

9. EARNINGS (LOSS) PER SHARE

The calculation of the basic earnings (loss) per share for each of the years ended 31 December 2022 and 2021 has been based on the following data:

	2022 RMB'000	2021 RMB'000
Earnings (Loss) for the purpose of basic earnings (loss) per share		
Earnings (Loss) for the year attributable to the owners of the Company	2,615	(2,043)
Number of shares		
Number of shares at the beginning and the end of the reporting period and the weighted average number of shares	400,000	400,000

Basic earnings per share for the year ended 31 December 2022 amounted to RMB0.65 cent (2021: loss per share of RMB0.51 cent) per share.

Diluted earnings per share is the same as basic earnings per share as there was no potential ordinary shares outstanding during the year ended 31 December 2022.

During the year ended 31 December 2021, potential dilutive ordinary shares were not included in the calculation of diluted loss per share because they were anti-dilutive. Therefore, the diluted loss per share equals the basic loss per share.

10. SEGMENT REPORTING

The Group manages its businesses by business operations in a manner consistent with the way in which information is reported internally to the Group's CODM for the purposes of resource allocation and performance assessment. The Group's reportable and operating segments are as follows:

- fiberglass business: research and development, production and sales of fiberglass reinforced plastic products in the PRC; and
- silica sand business: sales of industrial silica sand materials in the PRC.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



10. SEGMENT REPORTING (Continued)

(a) Segment results, assets and liabilities

Segment results represent the profit before taxation from each segment except for the unallocated corporate expenses, being central administrative costs.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the year is set out below:

	For the year ended 31 December 2022			
	Fiberglass business RMB'000	Silica sand business RMB'000	Unallocated RMB'000	Total RMB'000
Reportable segment revenue	<u>62,287</u>	<u>-</u>	<u>-</u>	<u>62,287</u>
Reportable segment profit (loss)	<u>3,935</u>	<u>-</u>	<u>(1,320)</u>	<u>2,615</u>
Amounts included in the measure of segment profit (loss):				
Depreciation of property, plant and equipment	(1,190)	-	-	(1,190)
Depreciation of right-of-use asset	-	-	(192)	(192)
Impairment loss on contract assets	(51)	-	-	(51)
Impairment loss on trade and bills receivables	(5,218)	-	-	(5,218)
Research and development costs	(1,872)	-	-	(1,872)
Reversal of write-down of inventories	556	-	-	556
Loss on disposal of property, plant and equipment	(7)	-	-	(7)
Lease payment on short-term lease	2,183	-	-	2,183
Gain on disposal of property held for sale	-	-	265	265
Gain on disposal of a subsidiary	-	-	3,537	3,537
Finance costs	(60)	-	-	(60)
Interest income on bank deposits	59	-	-	59
Reportable segment assets	<u>91,235</u>	<u>20,109</u>	<u>441</u>	<u>111,785</u>
Reportable segment liabilities	<u>37,915</u>	<u>-</u>	<u>3,009</u>	<u>40,924</u>
Additions to non-current segment assets during the year	<u>8,568</u>	<u>20,109</u>	<u>-</u>	<u>28,677</u>





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

10. SEGMENT REPORTING (Continued)

(a) Segment results, assets and liabilities (Continued)

During the year ended 31 December 2022, the CODM started to review information under a new reporting structure, and segment reporting is updated to conform to this change. The Group's management is of the view that this change of segment disclosure better reflects the Group's updated business strategies, the development phases of various businesses and the financial performance, and better aligns with the Group's resource allocation.

The updated reportable segments comprise (i) fiberglass business; and (ii) silica sand business. All the businesses in the silica sand business require iterations on business models and more resources. The Group's management periodically reviews their developments, and dynamically adjusts resource allocation and strategies.

For the year ended 31 December 2021, the Group is solely engaged in the research and development, production and sales of fiberglass reinforced plastic products in the PRC. Management reviews the operating results of the business as one segment to make decisions about resources to be allocated. Therefore, the executive directors of the Company regard that there is only one segment which is used to make strategic decisions. Revenue and profit before income tax are the measures reported to the executive directors of the Company for the purpose of resources allocation and performance assessment. Accordingly, only entity-wide disclosure, geographic information and major customers are presented for the year ended 31 December 2021.

(b) Geographic information

The following is an analysis of geographical location of the Group's revenue from external customers. The geographical location of customers refers to the location at which the goods were delivered.

	2022 RMB'000	2021 RMB'000
Local customers		
The PRC (excluding Hong Kong) (place of domicile)	51,366	51,675
Foreign customers		
The United States of America	2,470	12,522
The United Kingdom	7,102	8,174
Belgium	–	1,036
France	823	1,258
Canada	–	112
Germany	–	41
Denmark	–	3,078
South Korea	–	10
Others	526	718
	10,921	26,949
	62,287	78,624

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



10. SEGMENT REPORTING (Continued)

(b) Geographic information (Continued)

The geographical locations of non-current assets other than deferred tax assets are based on the physical location of the asset under consideration.

	2022 RMB'000	2021 RMB'000
The PRC	33,374	34,993
Hong Kong	176	320
	33,550	35,313

(c) Information about major customers

Revenue from external customers contributing 10% or more of the total revenue of the Group is as follows:

	2022 RMB'000	2021 RMB'000
Customer A	13,143	19,863
Customer B	11,233	10,946
Customer C (note)	7,590	N/A

Note: Revenue from customer C did not contribute 10% or more of the total revenue of the Group during the year ended 31 December 2021.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

11. PROPERTY, PLANT AND EQUIPMENT

	Building RMB'000	Construction in progress RMB'000	Leasehold improvement RMB'000	Furniture and fixtures RMB'000	Plant and equipment (including moulds) RMB'000	Motor vehicles RMB'000	Total RMB'000
Cost:							
At 1 January 2021	15,937	-	-	450	18,907	1,080	36,374
Addition	4,934	-	66	-	1,648	91	6,739
Transfer to investment property	(20,871)	-	-	-	-	-	(20,871)
Written off	-	-	-	-	(788)	(79)	(867)
At 31 December 2021	-	-	66	450	19,767	1,092	21,375
At 1 January 2022	-	-	66	450	19,767	1,092	21,375
Addition	-	19,908	-	-	488	-	20,396
Disposal	-	-	-	-	(563)	-	(563)
At 31 December 2022	-	19,908	66	450	19,692	1,092	41,208
Accumulated depreciation:							
At 1 January 2021	7,483	-	-	408	13,772	852	22,515
Charge for the year	657	-	-	-	1,112	70	1,839
Transfer to investment property	(8,140)	-	-	-	-	-	(8,140)
Eliminated on written-off	-	-	-	-	(761)	(71)	(832)
At 31 December 2021	-	-	-	408	14,123	851	15,382
At 1 January 2022	-	-	-	408	14,123	851	15,382
Charge for the year	-	-	13	-	1,088	89	1,190
Disposal	-	-	-	-	(505)	-	(505)
At 31 December 2022	-	-	13	408	14,706	940	16,067
Carrying amounts:							
At 31 December 2022	-	19,908	53	42	4,986	152	25,141
At 31 December 2021	-	-	66	42	5,644	241	5,993





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

11. PROPERTY, PLANT AND EQUIPMENT (Continued)

All the buildings are situated in the PRC and erected on leasehold land, as referred to note 12 below, at the year ended 31 December 2021.

During the year ended 31 December 2021, the Group's owner-occupied property, including the underlying land use rights, with net carrying amount of RMB14,057,000 were transferred to investment property upon commencement of an operating lease to an independent third party. Fair value of the owner-occupied property at the date of transfer amounted to RMB28,900,000, and a surplus on revaluation of RMB14,842,000 and the related deferred tax liabilities of RMB3,710,000 were dealt with property revaluation reserve.

During the year ended 31 December 2022, the Group entered into various agreements with the contractors and companies which the ultimate controlling shareholder of the Company has beneficial interest (the "Payers") pursuant to which advance payments for an aggregate amount of RMB19,908,000 had been paid by the Payers to the contractors on behalf of the Group in relation to the new production site which is located in Inner Mongolia for the silica sand business segment. All the aforesaid payments were recorded as construction in progress as at 31 December 2022 and the Group had fully reimbursed the contractual payment of RMB19,908,000 to the Payers during the year ended 31 December 2022.

As at 31 December 2022, included in plant and equipment are moulds amounting to RMB1,097,000 (2021: RMB1,341,000), whose costs of RMB8,484,000 (2021: RMB8,484,000) are depreciated on a straight-line basis over their estimated useful lives of 10 years. The depreciation policies for the other categories of property, plant and equipment are disclosed in note 2(f).

At the end of both reporting periods, there was no impairment of property, plant and equipment.

12. INVESTMENT PROPERTY

	RMB'000
Fair value	
At 1 January 2021	–
Transfer from property, plant and equipment	28,900
Increase in fair value recognised in profit or loss	100
At 31 December 2021 and 1 January 2022	29,000
Disposal of a subsidiary (note 25)	(29,000)
At 31 December 2022	–





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

12. INVESTMENT PROPERTY (Continued)

During the year ended 31 December 2021, an owned property has become an investment property because the Group has rented out the property to an independent third party. Accordingly, the carrying amount of the owned property has been transferred from property, plant and equipment and right-of-use asset to investment property. The fair value at the date of transfer of RMB28,900,000 had been arrived at on the basis of a valuation carried out by APAC Asset Valuation and Consulting Limited, an independent qualified professional valuer not connected with the Group. The valuation was arrived at by reference to market evidence of recent transaction prices to similar properties and on the basis of capitalisation of the rental income under the term and reversion approach. The surplus of the fair value of the owner property over the carrying amount at the date of transfer of RMB14,842,000 and the related deferred tax liabilities of RMB3,710,000 were dealt with property revaluation reserve.

During the year ended 31 December 2022, the owned property was derecognised upon disposal of a subsidiary as further detailed in note 25 below.

Fair value measurement of properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



12. INVESTMENT PROPERTY (Continued)

Fair value measurement of properties (Continued)

(i) Fair value hierarchy (Continued)

	Total RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000
As at 31 December 2022				
Investment property – Industrial				
– PRC	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
 As at 31 December 2021				
Investment property – Industrial				
– PRC	<u>29,000</u>	<u>–</u>	<u>–</u>	<u>29,000</u>

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's investment property was revalued at 31 December 2021. The valuation was carried out by APAC Asset Valuation and Consulting Limited, an independent qualified professional valuer not connected with the Group, who have recent experience in the location and category of property being valued. The Group's management have discussions with the surveyors on the valuation assumptions and valuation results when the valuation is performed at the end of the reporting period.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

12. INVESTMENT PROPERTY *(Continued)*

Fair value measurement of properties *(Continued)*

(ii) *Information about Level 3 fair value measurements*

	Valuation techniques	Unobservable input	Range
Investment property – Industrial – PRC	(i) Comparable sales evidences	Sales evidence of comparable properties (adjusted for the difference in the quality and location of the properties)	RMB2,178 to RMB2,760 per square meter
	(ii) Capitalisation of the rental income	Risk-adjusted discount rate (i.e. market rental yield)	5.6% to 6.1%
		Expected occupancy rate	100%

The fair value of investment property located in the PRC is determined by (i) direct comparison method with reference to the sales evidence of comparable properties (adjusted for difference in the quality and location of the properties) or where appropriate; and (ii) discounting a projected cash flow forecast associated with the properties using risk-adjusted discount rate which is the market rental yield for the property. The valuation takes into account the land expiry date and occupancy rate of the respective property. The discount rate used has been adjusted for the quality and location of the building and the tenant credit quality. The fair value measurement is positively correlated to the sales price of comparable properties, the land expiry date and the occupancy rate, and negatively correlated to the risk-adjusted discount rate.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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12. INVESTMENT PROPERTY (Continued)

Fair value measurement of properties (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

Investment property – Industrial – PRC

	2022 RMB'000	2021 RMB'000
At 1 January	29,000	–
Transfer from property, plant and equipment and right-of-use assets	–	28,900
Net gain from fair value adjustment recognised in valuation gain on investment property in profit or loss	–	100
Disposal of a subsidiary (note 25)	(29,000)	–
	<hr/>	<hr/>
At 31 December	–	29,000
	<hr/> <hr/>	<hr/> <hr/>

Investment properties – Industrial – Mainland China

The Group leased out investment property under operating leases. The lease runs for a period for five years. The lease does not include contingent rentals.

Total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	2022 RMB'000	2021 RMB'000
Within 1 year	–	1,991
After 1 year but within 5 years	–	7,646
	<hr/>	<hr/>
	–	9,637
	<hr/> <hr/>	<hr/> <hr/>





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

13. RIGHT-OF-USE ASSETS

	2022 RMB'000	2021 RMB'000
Cost		
At 1 January	350	1,890
Transfer to investment property	–	(1,890)
Additions arising from new leases	8,281	350
	<hr/> 8,631	<hr/> 350
At 31 December	8,631	350
Accumulated depreciation		
At 1 January	30	530
Depreciation charged for the year	192	64
Transfer to investment property	–	(564)
	<hr/> 222	<hr/> 30
At 31 December	222	30
Carrying amount	8,409	320
	<hr/> 8,409	<hr/> 320

The analysis of the carrying amount of right-of-use assets by class of underlying assets is as follows:

	2022 RMB'000	2021 RMB'000
Office premises leased for own use, carried at depreciated cost in Hong Kong, with remaining lease terms of more than 1 year and less than 5 years	146	320
Office premises leased for own use, carried at depreciated cost in the PRC, with remaining lease terms of more than 1 year and less than 5 years	201	–
Manufacturing premises leased for own use, carried at depreciated cost in the PRC, with remaining lease terms of more than 1 year and less than 5 years	8,062	–
	<hr/> 8,409	<hr/> 320
	<hr/> 8,409	<hr/> 320





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

13. RIGHT-OF-USE ASSETS (Continued)

At the end of both reporting periods, there were no impairment recognised on the Group's right-of-use assets.

Restrictions or covenants

Most of the leases impose a restriction that, unless the approval is obtained from the lessor, the right-of-use assets can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

The Group has recognised the following amounts for the year:

	2022	2021
	RMB'000	RMB'000
Lease payments:		
Short-term leases	2,183	–
	<hr/>	<hr/>
Expenses recognised in profit or loss	2,183	–
	<hr/>	<hr/>
Lease payments:		
Interests on lease liabilities	16	2
Repayment of lease liabilities	167	29
	<hr/>	<hr/>
	183	31
	<hr/>	<hr/>
Total cash outflow for leases	2,366	31
	<hr/> <hr/>	<hr/> <hr/>

14. PLEDGED BANK DEPOSITS

As at 31 December 2021, deposits of RMB3,000,000 were placed in the accounts of a bank pledged in favour of banks for bills issuance. According to the relevant agreements, all the pledge will/would be released within 12 months after the end of the reporting period, and accordingly, the amount was classified under current assets as at 31 December 2021. The carrying amounts of the Group's pledged bank deposits are denominated in RMB.

No pledged bank deposits were placed in the accounts of the bank as at 31 December 2022.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

15. INVENTORIES

	2022 RMB'000	2021 RMB'000
Raw materials	7,408	9,034
Work in progress	988	2,401
Finished goods	662	870
	9,058	12,305

For the year ended 31 December 2022, the cost of inventories recognised as expense and included in cost of sales amounting to RMB44,668,000 (2021: RMB56,002,000).

The reversal of write down of inventories arose due to sales of certain products which had been written down to net realisable value in prior years.

16. PROPERTY HELD FOR SALE

	2022 RMB'000	2021 RMB'000
Property held for sale at cost, in the PRC		
– amount of trade receivable settled in lieu of payment	–	1,337
– other incidental transaction costs	–	131
	–	1,468

On 14 January 2016, a residential property located in Chengdu, the Sichuan Province, the PRC was assigned by a customer to the Group in lieu of payment of an overdue trade receivable amounted to RMB1,337,000. According to a valuation report issued by APAC Asset Valuation and Consulting Limited, an independent firm of professional valuers with recognised qualifications and experience in valuing similar properties, using the direct comparison approach, the fair value of the property held for sale exceeded its carrying amount and accordingly, no impairment on the property held for sale was considered necessary as at 31 December 2021.

During the year ended 31 December 2022, the residential property was disposed to an independent third party at a sale proceed of RMB1,733,000. A gain on disposal of property held for sale of RMB265,000 was recognised in profit or loss.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



17. CONTRACT ASSETS

	2022	2021
	RMB'000	RMB'000
Contract assets		
Retention monies receivables	1,209	1,704
Less: allowance for lifetime expected credit losses (note 18(b))	(107)	(56)
	<u>1,102</u>	<u>1,648</u>
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables" (note 18)	<u>50,315</u>	<u>46,133</u>

Notes:

- (a) The contract assets primarily relate to the Group's rights to consideration for goods transferred by the Group to the customers for which the rights to consideration are still conditional upon the customers' satisfaction on the quality of the goods sold which is typically at the expiry date of the assurance-type warranty period, as stipulated in the contracts.

The contract assets are transferred to trade receivables when the rights to consideration become unconditional.

As at 31 December 2022 and 2021, included in contract assets were retention monies receivable from the contract customers amounting to RMB1,209,000 and RMB1,704,000 respectively. The terms and conditions for the release of retention monies by the contract customers vary from contract to contract, which are subject to the customers' satisfaction of quality upon the expiry of the assurance-type warranty period. The retention monies receivable from the contract customers generally represents 5% to 10% of the total consideration of the relevant contracts, that are retained by the contract customers as securities for non-performance protection, and the Group's entitlement to payment of retention monies receivable are conditional upon the contract customers' physical inspection of the quality of the goods at the expiry of the assurance-type warranty period. In the opinion of the directors of the Company, the retention monies retained by the contract customers under the contracts are not intended as a financing arrangement by the Group to the contract customers.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

17. CONTRACT ASSETS (Continued)

Notes: (Continued)

(b) Impairment assessment of the contract assets

Contract assets are related to the retention monies receivables, which have substantially the same characteristics as the trade receivables for the same types of the contract. The Group's contract customers are mainly with high credit rating and their payment history with the Group are considered to be good. There are no material disputes or claims received from the contract customers of the relevant contracts and the Group considered that there has not been a significant change in credit quality of the contract customers. The Group concluded that the expected loss rates for trade receivables are a reasonable approximation of the rates for contract assets. Since the payment is not due, the expected loss rate of contract assets is assessed to be minimal and accordingly, the net carrying amount of contract assets is still considered fully recoverable at the end of each reporting period. The Group does not hold any collateral as security for the contract assets at the end of each reporting period.

As at 31 December 2022, contract assets amounting to RMB107,000 (2021: RMB56,000) were determined to be impaired according to the lifetime expected credit loss rates and provision of impairment loss of RMB51,000 (2021: RMB15,000) was made on contract assets for the year ended 31 December 2022.

18. TRADE AND OTHER RECEIVABLES

	2022 RMB'000	2021 RMB'000
Trade receivables	41,161	42,845
Bills receivables	17,863	7,006
	59,024	49,851
Less: allowance for lifetime expected credit losses	(8,709)	(3,718)
Trade and bills receivables, net (notes (a) and (b))	50,315	46,133
Other receivables	1,032	861
Less: allowance for 12-month expected credit losses	(471)	(471)
Other receivables, net	561	390
Financial assets measured at amortised cost	50,876	46,523
Prepayments	708	342
	51,584	46,865



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



18. TRADE AND OTHER RECEIVABLES (Continued)

The Group has an unconditional right to all of the trade and other receivables which are expected to be recovered and/or recognised as expenses within one year or repayable on demand.

The Group determines the provision for impairment of trade and bills receivables on a forward-looking basis and lifetime expected credit losses are recognised from initial recognition of the assets and remeasured at the end of each reporting period.

The provision matrix is determined based on the Group's historical observed bad debt loss rates over the expected life of the trade and bills receivables with similar credit risk characteristics and is adjusted for forward-looking estimates.

Other receivables are considered for 12-month expected credit losses. No provision for 12-month credit losses (2021: provision for 12-month credit losses of RMB385,000) on the other receivables has been made for the year ended 31 December 2022. There was no significant change in credit risk and the default risk was considered as low for the remaining balance of the other receivables.

In making the judgement, management considers available reasonable and supportive forward-looking information such as actual or expected significant changes in operating results and financial positions of the customers, past payment history of the customers, and actual or adverse changes in business, financial or economic conditions that are expected to cause a significant change in the customers' ability to meet their obligations.

At the end of each reporting period, the historical observed bad debt loss rates are updated and changes in the forward-looking estimates are analysed by the Group's management.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

18. TRADE AND OTHER RECEIVABLES (Continued)

(a) Ageing analysis

An ageing analysis of trade and bills receivables (net of allowance for lifetime expected credit losses), based on the invoice date, is as follows:

	2022	2021
	RMB'000	RMB'000
0 – 30 days	31,323	20,216
31 – 90 days	10,280	12,811
91 – 180 days	4,225	9,950
181 – 365 days	3,783	3,043
Over 365 days	704	113
	50,315	46,133

The Group generally granted credit terms to its customers for trade and bills receivables ranging from cash on delivery to 180 days (2021: *the same*) after the invoice date.

(b) Impairment of contract assets and trade and bills receivables

Impairment loss in respect of contract assets and trade and bills receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against contract assets and trade and bills receivables directly.

Allowance for lifetime expected credit losses at the end of the reporting period

	2022	2021
	RMB'000	RMB'000
– Trade and bills receivables	8,709	3,718
– Contract assets (note 17)	107	56
	8,816	3,774



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



18. TRADE AND OTHER RECEIVABLES (Continued)

(b) Impairment of contract assets and trade and bills receivables (Continued)

Movements in the allowance for lifetime expected credit losses

	2022 RMB'000	2021 RMB'000
At 1 January	3,774	3,500
Impairment loss recognised (note 5(c))		
– contract assets	51	15
– trade and bills receivables	5,218	259
	5,269	274
Bad debt written off	(227)	–
At 31 December	8,816	3,774

As at 31 December 2022, contract assets and trade and bills receivables amounting to RMB8,816,000 (2021: RMB3,774,000) were determined to be impaired according to the lifetime expected credit loss rates and adjusted for forward-looking estimates. Accordingly, allowance for lifetime expected credit losses of RMB5,269,000 (2021: RMB274,000) was recognised for the year ended 31 December 2022.

- (c) Further details in respect of credit risk of and lifetime ECL on contract assets, and trade and bills receivables are disclosed in note 27(a).





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

18. TRADE AND OTHER RECEIVABLES (Continued)

- (d) The carrying amount of trade and other receivables are denominated in the following currencies:

	2022 RMB'000	2021 RMB'000
Trade and bills receivables		
RMB	47,477	37,923
United States Dollars ("US\$")	2,838	8,210
	50,315	46,133
Other receivables		
RMB	1,269	732
	51,584	46,865

19. CASH AND CASH EQUIVALENTS

- (a) **Cash and cash equivalents comprise:**

	2022 RMB'000	2021 RMB'000
Cash at bank	13,651	8,202
Cash on hand	4	18
Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows	13,655	8,220

The carrying amount of cash at bank and on hand are denominated in the following currencies:

	2022 RMB'000	2021 RMB'000
RMB	9,398	2,801
HK\$	16	64
US\$	4,241	5,355
	13,655	8,220

The conversion of RMB into foreign currencies for the purpose of dividends is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

19. CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of liabilities arising from financing activities

	Lease liabilities RMB'000	Bank borrowing RMB'000	Total RMB'000
At 1 January 2021	–	5,000	5,000
Changes from financing cash flows:			
– Repayment of bank borrowings	–	(5,000)	(5,000)
– Capital element of lease payments	(29)	–	(29)
– Interest element of lease payments	(2)	–	(2)
Other non-cash changes:			
– New lease	350	–	350
– Interest expenses recognised in profit or loss	2	–	2
	<u>321</u>	<u>–</u>	<u>321</u>
At 31 December 2021 and 1 January 2022	321	–	321
Changes from financing cash flows:			
– Proceeds from new bank borrowings	–	5,000	5,000
– Repayment of bank borrowings	–	(5,000)	(5,000)
– Capital element of lease payments	(167)	–	(167)
– Interest element of lease payments	(16)	–	(16)
Other non-cash changes:			
– New lease	8,281	–	8,281
– Interest expenses recognised in profit or loss	16	–	16
	<u>8,435</u>	<u>–</u>	<u>8,435</u>
At 31 December 2022	8,435	–	8,435





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

20. TRADE AND OTHER PAYABLES

	2022	2021
	RMB'000	RMB'000
Trade payables	3,649	11,379
Bills payables	8,973	4,383
	<hr/>	<hr/>
Trade and bills payables (note (a))	12,622	15,762
	<hr/>	<hr/>
Other payables		
Amount due to a former shareholder (note (b))	–	6,012
Amounts due to directors (note (c))	606	1,846
Amount due to a shareholder (note (d))	586	661
Employee benefits payables	2,432	3,642
Other tax payables	1,685	307
Accrual for professional services fee	2,054	807
Contract liabilities (note (e))	992	167
Others	333	649
	<hr/>	<hr/>
	8,688	14,091
	<hr/>	<hr/>
	21,310	29,853
	<hr/> <hr/>	<hr/> <hr/>

- (a) The credit period of trade payables normally varies from one to three months from the invoice date.

The credit period of bills payables is normally within 90 to 270 days. As at 31 December 2022 and 2021, the bills payables is expected to be settled within one year.

The following is an analysis of trade and bills payables by age based on the invoice date:

	2022	2021
	RMB'000	RMB'000
0 – 30 days	10,986	10,015
31 – 90 days	900	2,844
91 – 180 days	93	1,735
Over 180 days	643	1,168
	<hr/>	<hr/>
	12,622	15,762
	<hr/> <hr/>	<hr/> <hr/>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



20. TRADE AND OTHER PAYABLES (Continued)

(b) Amount due to a former shareholder

	2022 RMB'000	2021 RMB'000
Amount due to Singa Dragon International Ventures Limited	–	6,012

The amount due was unsecured, interest-free and the debt was wholly assigned to Yunhong Group Co., Limited, a shareholder of the Company, during the year.

(c) Amounts due to directors

	2022 RMB'000	2021 RMB'000
Amount due to Li Yubao (note (i))	–	286
Amount due to Zhang Yaping (note (ii))	606	1,560
	606	1,846

(i) The amount due was unsecured, interest-free and wholly repaid during the year.

(ii) The amount due was unsecured, interest-free and has no fixed repayment term.

(d) Amount due to a shareholder

	2022 RMB'000	2021 RMB'000
Amount due to Yunhong Group Co., Limited	586	661

The amount was unsecured, interest-free and has no fixed repayment term.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

20. TRADE AND OTHER PAYABLES (Continued)

(e) Contract liabilities

	2022 RMB'000	2021 RMB'000
Contract liabilities – third parties	992	167

Contract liabilities primarily consist of the advance from customers for further goods to be provided.

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

	2022 RMB'000	2021 RMB'000
As at 1 January	167	369
Recognised as revenue	(128)	(369)
Receipt of advances or recognition of receivables	953	167
As at 31 December	992	167

For the year ended 31 December 2022, the increase in contract liabilities was mainly due to recognition of revenue, thereby increasing the amount arising from the receipt of advances or recognition receivables.

As at 31 December 2022, most of the contract liabilities are expected to be settled within next 12 months.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



21. LEASE LIABILITIES

As at 31 December 2022, the lease liabilities were payable as follows:

	2022 RMB'000	2021 RMB'000
Current portion	2,793	171
Non-current portion	5,642	150
	8,435	321

22. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2022 RMB'000	2021 RMB'000
Current year		
PRC EIT	4,643	1,888

(b) Deferred tax assets

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Temporary differences in respect of			Total RMB'000
	Tax losses arising from a PRC subsidiary RMB'000	Write down of inventories RMB'000	Provision for impairment losses on receivables RMB'000	
At 1 January 2021	–	209	898	1,107
Credited to consolidated profit or loss (note 6(a))	102	386	165	653
At 31 December 2021 and 1 January 2022	102	595	1,063	1,760
Disposal of a subsidiary (note 25)	(102)	–	–	(102)
(Charged) Credited to consolidated profit or loss (note 6(a))	–	(139)	1,317	1,178
At 31 December 2022	–	456	2,380	2,836





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

22. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(c) Deferred tax liabilities

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Temporary differences in respect of		Total RMB'000
	Fair value adjustment on property RMB'000	Distributable profits from a PRC subsidiary RMB'000	
At 1 January 2021	–	4,844	4,844
Charged to other comprehensive income	3,710	–	3,710
Credited to consolidated profit or loss (note 6(a))	25	1,692	1,717
At 31 December 2021 and 1 January 2022	3,735	6,536	10,271
Disposal of a subsidiary (note 25)	(3,735)	–	(3,735)
At 31 December 2022	–	6,536	6,536

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends distributed to foreign investors in respect of profits earned by PRC subsidiaries. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and jurisdiction of the foreign investors.

For the Group's PRC subsidiaries, the applicable rate is 10%. Deferred tax liability is provided on earnings that the relevant Group's entities are expected to distribute in the foreseeable future.

In the opinion of the directors of the Group, it is probable that the remaining unremitted earnings (the "Remaining Earnings") of the Group's PRC subsidiaries of approximately RMB3,780,000 (2021: Nil) will not be distributed in the foreseeable future. Accordingly, no provision for the addition deferred taxation has been made for the year ended 31 December 2022. The estimated withholding tax effected on the distribution of Remaining Earnings was approximately RMB378,000 (2021: Nil) at 31 December 2022.

(d) Deferred tax assets and liabilities not recognised

There were no significant unrecognised deferred tax assets or liabilities of the Group as at 31 December 2022 and 2021.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



23. EMPLOYEE RETIREMENT BENEFITS

Under the stated-managed retirement benefit scheme, the contributions once made by the employer will vest fully with the employees, and no forfeiture could be made by the Group. Accordingly, there is no forfeited contribution available for the Group to reduce its existing level of contributions to the retirement benefit scheme in future years.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expenses recognised in profit or loss of RMB860,000 (2021: RMB1,024,000) for the year ended 31 December 2022, representing contributions payable to these plans by the Group at rates specified in the rules of the plans.

24. SUBSIDIARIES

The particulars of the Company's subsidiaries are as follows:

Name of subsidiary	Place and date of incorporation	Principal activities and place of operation	Particulars of issued and paid up capital/ registered capital	Effective interest held by the Company
Direct interests:				
Prosperous Composite Material Co., Ltd	The BVI/ 7 November 2006/ Limited liability company	Investment holding, Hong Kong	US\$100,000	100%
Brighten Forest Limited	The BVI/15 July 2021/ Limited liability company	Investment holding, Hong Kong	US\$1	100%
Soar Journey Limited	The BVI/15 July 2021/ Limited liability company	Investment holding, Hong Kong	US\$1	100%





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

24. SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation	Principal activities and place of operation	Particulars of issued and paid up capital/ registered capital	Effective interest held by the Company
Indirect interests:				
南通美固複合材料有限公司 (Nantong Meigu Composite Materials Company Limited*)	The PRC/ 24 April 2003/ Wholly foreign-owned enterprise	Research and development, production and sales of fiberglass reinforced plastic products in the PRC	US\$3,000,000	100%
China Nine Continents Group Limited	Hong Kong/ 23 August 2021/ Limited liability company	Investment holding, Hong Kong	HK\$1	100%
China Five Oceans Group Limited	Hong Kong/ 23 August 2021/ Limited liability company	Investment holding, Hong Kong	HK\$1	100%
湖北澳訊新材料技術有限公司 (Hubei Aoxun New Material Technology Company Limited*)	The PRC/ 16 September 2021/ Limited liability company	Sale of building material, the PRC	US\$30,000,000	100%
國硅新材料(內蒙古)有限公司 (前稱國硅新材料(遼寧)有限公司) (Guogui New Material (Inner Mongolia) Company Limited (former known as Guogui New Material (Liaoning) Company Limited)*)	The PRC/ 8 October 2021/ Limited liability company	Sales of industrial silica sand material, the PRC	RMB10,000,000	100%

* The official names are in Chinese and the English names are translated for identification purpose only.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



25. DISPOSAL OF A SUBSIDIARY

On 19 July 2022, Nantong Meigu, an indirect wholly-owned subsidiary of the Company; Chen Xiaosong ("Purchaser A") and Lu Yaliang ("Purchaser B"), both are independent third parties to the Company, entered into an equity transfer agreement pursuant to which Nantong Meigu conditionally agreed to sell and Purchaser A and Purchaser B conditionally agreed to purchase the 90% equity interests and 10% equity interests in Nantong Deerhui Precision Equipment Technology Co., Ltd. ("Nantong Deerhui") respectively, at a total consideration of approximately RMB31,000,000 (the "Disposal").

The principal activity of Nantong Deerhui is principally engaged in property investment. The Disposal was completed during the year ended 31 December 2022.

Summary of the effects of the disposal of Nantong Deerhui is as follows:

	RMB'000
Investment property (note 12)	29,000
Trade and other receivables	2,327
Income tax receivable	1,452
Deferred tax assets (note 22(b))	102
Cash and cash equivalents	162
Deferred tax liabilities (note 22(c))	(3,735)
Other payables	(1,845)
	<hr/>
Net assets disposed of	27,463
Cash consideration received	(31,000)
	<hr/>
Gain on disposal of a subsidiary	(3,537)
	<hr/> <hr/>
Analysis of net cash inflow of cash and cash equivalents in respect of disposal of a subsidiary	
Cash consideration received	31,000
Cash and cash equivalent disposed	(162)
	<hr/>
	30,838
	<hr/> <hr/>





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

26. CAPITAL AND RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of changes in the Company's individual components of reserves between the beginning and the end of the reporting period are set out in note 31(b).

(a) Share capital

	2022		2021	
	Number of shares	Share capital HK\$'000	Number of shares	Share capital HK\$'000
Ordinary shares of HK\$0.01 each Authorised: At beginning and end of the year	2,000,000,000	20,000	2,000,000,000	20,000
		RMB'000		RMB'000
Issue and fully paid: At beginning and end of the year	400,000,000	3,600	400,000,000	3,600

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(b) Share premium

The application of share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account are distributable to shareholder of the Company provided that immediately the following date, on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debt as they fall due in the ordinary course of business.

(c) Capital reserve

The Group's capital reserve represented the Company's then beneficial owners' contributions for 85.37% of the registered capital of Nantong Meigu which has become an indirect wholly owned subsidiary of the Company since 16 March 2016.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



26. CAPITAL AND RESERVES (Continued)

(d) Property revaluation reserve

The property revaluation reserve comprises the net change in the fair value from net book value at the date when the property, plant and equipment and right-of-use assets changed in use and reclassified as investment property.

On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

(e) Share-based payment reserve

On 16 March 2016 and immediately after share swap arrangement made between the Company and the then shareholders of Prosperous Composite, the equity interest in the Group (comprising the Company, Prosperous Composite and Nantong Meigu) of a former substantial shareholder of the Company was decreased by 4.15% (which was subsequently enlarged to 5.53% after the share cancellation of 250 repurchased shares on 20 April 2016, which was effectively transferred to Mr. Jiang Guitang ("Mr. Jiang") ("Share Award"), based on an undertaking agreement as confirmed in writing by a confirmatory deed dated 3 June 2016, in which, Mr. Jiang, as a key management personnel and a founder of the Group, has provided an irrevocable promise that Mr. Jiang shall continue to engage in the management of the Group for coming 5 years and shall not terminate the engagement with the Group before 16 March 2021. The fair value of the Share Award was RMB2,000,000 based on a professional valuation report issued by APAC Asset Valuation and Consulting Limited on 2 June 2016, under the market approach, using the price to earnings and enterprise value to EBITDA multiples of comparable listed companies and after making adjustments for the discount of 20% for lack of marketability and size discount of 15% to reflect the specific risks of the Company. The directors of the Company considered that there would be no material difference for the fair value of the Share Award between the grant date on 16 March 2016 and valuation date on 31 December 2017. The fair value of the Share Award at the grant date shall be amortised, recognised and charged as expense to the consolidated profit or loss, on a straight-line basis, over a period of 5 years, which will be regarded as a contribution by a shareholder of the Company.

For the year ended 31 December 2021, the share-based payments amortised, recognised and charged as expense to the consolidated profit or loss of the Group amounted to RMB67,000, for which the same amounts were credited as a contribution from a shareholder of the Company in the consolidated statement of changes in equity and the Company's changes in reserves.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

26. CAPITAL AND RESERVES *(Continued)*

(e) **Share-based payment reserve** *(Continued)*

No share-based payments amortised, recognised and charged as expense to the consolidated profit or loss of the Group for the year ended 31 December 2022.

There was no outstanding share award as at 31 December 2021 and 2022.

(f) **Statutory reserve**

Pursuant to applicable PRC regulations, the PRC subsidiary in the Group is required to appropriate 10% of its profit after tax to the statutory reserve until such reserve reaches 50% of their registered capital. Transfers to this reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated losses or to increase the registered capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(g) **Capital management**

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less relevant pledged bank deposits, and cash and cash equivalents. Total capital is calculated as total equity attributable to owners of the Company as shown in the consolidated statements of financial position plus net debt.

The Group is not subject to any externally imposed capital requirements.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



26. CAPITAL AND RESERVES (Continued)

(g) Capital management (Continued)

The gearing ratios at 31 December 2022 and 2021 were as follows:

	2022 RMB'000	2021 RMB'000
Cash and cash equivalents (note 19(a))	<u>13,655</u>	<u>8,220</u>
Net cash	(13,655)	(8,220)
Total equity attributable to owners of the Company	<u>70,861</u>	<u>68,246</u>
Total capital	<u>57,206</u>	<u>60,024</u>
Gearing ratio	<u>N/A</u>	<u>N/A</u>

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

The financial instruments of the Group include contract assets (note 17), trade and other receivables (excluding prepayments) (note 18), pledged bank deposits (note 14), cash and cash equivalents (note 19(a)) and trade and other payables (note 20).

The Group have exposure to credit risk, liquidity risk and currency risk arising from financial instruments. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

The Group's credit risk is primarily attributable to contract assets, trade and other receivables, cash and cash equivalents and pledged bank deposits. In order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition are performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade and other receivables are usually due within one year from the date of billing. For debtors with balances past due, further credit would not be granted until all outstanding balances are settled. Normally, the Group does not obtain collateral from its customers.

The Group's cash and cash equivalents and pledged bank deposits are placed with creditworthy banks with high credit ratings and the Group has limited exposure to any of these banks.

In respect of contract assets and trade and other receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Contract assets are substantially the same characteristics as the trade receivables for the same types of contracts. The Group's contract customers are mainly with high credit rating and their payment history with the Group are considered to be good. There are no material disputes or claims received from the contract customers and the Group considered that there has not been a significant change in credit quality of the contract customers. The default risk of the industries and countries in which customers operate also has an influence on credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. As at 31 December 2022, 20.1% (2021: 22.8%) and 70.7% (2021: 54.9%), of the total of contract assets and trade and other receivables was due from the Group's largest debtor and the five largest debtors, respectively.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are net carrying amounts after provision for ECLs for financial assets.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Maximum exposure and year-end staging as at 31 December 2022

	12-months	Lifetime ECLs			Total
	ECLs	Simplified			
	Stage 1	Stage 2	Stage 3	approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Contract assets (note 17)	-	-	-	1,102	1,102
Trade and other receivables (note 18)	561	-	-	50,315	50,876
Cash and cash equivalents (note 19(a))	13,655	-	-	-	13,655
	14,216	-	-	51,417	65,633

Maximum exposure and year-end staging as at 31 December 2021

	12-months	Lifetime ECLs			Total
	ECLs	Simplified			
	Stage 1	Stage 2	Stage 3	approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Contract assets (note 17)	-	-	-	1,648	1,648
Trade and other receivables (note 18)	390	-	-	46,133	46,523
Pledged bank deposits (note 14)	3,000	-	-	-	3,000
Cash and cash equivalents (note 19(a))	8,220	-	-	-	8,220
	11,610	-	-	47,781	59,391

In order to determine the expected credit losses for the portfolio of contract assets, trade and other receivables at the end of each reporting period, the Group uses a provision matrix. The provision matrix is based on its historical observed bad debt loss rates, adjusted for forward-looking estimates and market conditions. At the end of each reporting period, the historical observed bad debt loss rates and the forward-looking estimates are updated.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

The following table provides information about the Group's exposures to credit risk and ECLs for contract assets and trade and bills receivables as at 31 December 2022 and 2021.

	As at 31 December 2022				Credit Impaired Yes/No
	Lifetime ECL %	Gross carrying amount RMB'000	Lifetime ECL RMB'000	Net carrying amount RMB'000	
Non-credit impaired					
Not past due	8.8	43,513	(3,816)	39,697	No
Past due					
Within 1 month	11.9	4,975	(593)	4,382	No
1 to 3 months	16.0	4,718	(756)	3,962	No
3 months to 1 year	37.5	4,271	(1,602)	2,669	No
Over 1 year	65.0	2,029	(1,322)	707	No
		<u>59,506</u>	<u>(8,089)</u>	<u>51,417</u>	
Credit impaired					
Over 1 year	100.0	727	(727)	-	Yes
		<u>60,233</u>	<u>(8,816)</u>	<u>51,417</u>	
Represented by:					
Contract assets (note 17)		1,209	(107)	1,102	
Trade and bills receivables (note 18)		59,024	(8,709)	50,315	
		<u>60,233</u>	<u>(8,816)</u>	<u>51,417</u>	





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

	As at 31 December 2021				Credit Impaired Yes/No
	Lifetime ECL %	Gross carrying amount RMB'000	Lifetime ECL RMB'000	Net carrying amount RMB'000	
Non-credit impaired					
Not past due	3.3	41,198	(1,354)	39,844	No
Past due					
Within 1 month	5.1	6,262	(320)	5,942	No
1 to 3 months	7.7	1,296	(100)	1,196	No
3 months to 1 year	23.8	933	(222)	711	No
Over 1 year	63.3	238	(150)	88	No
		<u>49,927</u>	<u>(2,146)</u>	<u>47,781</u>	
Credit impaired					
Over 1 year	100.0	<u>1,628</u>	<u>(1,628)</u>	<u>–</u>	Yes
		<u>51,555</u>	<u>(3,774)</u>	<u>47,781</u>	
Represented by:					
Contract assets (note 17)		1,704	(56)	1,648	
Trade and bills receivables (note 18)		<u>49,851</u>	<u>(3,718)</u>	<u>46,133</u>	
		<u>51,555</u>	<u>(3,774)</u>	<u>47,781</u>	

Lifetime expected loss rates of contract assets and trade and bills receivables are based on actual loss experience over the past 4 years and are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the contract assets and trade and bills receivables.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to each entity's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient amount of cash to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates) and the earliest date the Group can be required to pay.

	On demand RMB'000	Within 1 year RMB'000	1-2 year RMB'000	2-3 years RMB'000	Total contractual undiscounted payables RMB'000	Total carrying amounts RMB'000
As at 31 December 2022						
Trade and other payables	1,192	17,686	-	-	18,878	18,878
Lease liabilities	-	3,063	3,030	2,850	8,943	8,435
	1,192	20,749	3,030	2,850	27,821	27,313
As at 31 December 2021						
Trade and other payables	8,519	17,692	-	-	26,211	26,211
Lease liabilities	-	184	153	-	337	321
	8,519	17,876	153	-	26,548	26,532



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Currency risk

Exposure to currency risk

The Group is exposed to currency risk primarily through sales which give rise to receivables and cash balances that are denominated in a foreign currency, i.e., a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily US\$, which were attributable to sales transactions entered into by the Group with foreign customers.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which it relates. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the end of the reporting period.

	2022 United States Dollars RMB'000	2021 United States Dollars RMB'000
Trade receivables	2,838	8,210
Cash and cash equivalents	4,241	5,355
Gross exposure arising from recognised assets	7,079	13,565





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Currency risk *(Continued)*

Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit (2021: loss) after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

	2022		2021	
	Increase (decrease) in foreign exchange rates	Effect on profit after tax and retained profits RMB'000	Increase (decrease) in foreign exchange rates	Effect on loss after tax and retained profits RMB'000
US\$	5% (5%)	354 (354)	5% (5%)	(509) 509

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purposes.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2021.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



28. MATERIAL RELATED PARTY TRANSACTIONS

Saved as those disclosed elsewhere in these consolidated financial statements, the Group has entered into the following material related party transactions in the ordinary course of its business during the reporting period:

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors as disclosed in note 7, certain of the highest paid employees as disclosed in note 8 and senior management, is as follows:

	2022 RMB'000	2021 RMB'000
Short-term employee benefits	2,398	3,196
Post-employment benefits	109	116
Equity-settled share-based payments	–	67
	2,507	3,379

29. COMMITMENTS

In addition to information disclosed elsewhere in these consolidated financial statements, the Group has the following commitments at the end of the reporting period:

Capital expenditure commitments

	2022 RMB'000	2021 RMB'000
Contracted but not provided net of deposit paid for acquisition of:		
– Property, plant and equipment	2,546	–





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

30. ACCOUNTING JUDGEMENTS AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

(i) *Income tax*

The Group is subject to taxation in various jurisdictions. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination is made.

(ii) *Recognition of deferred tax assets*

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. This requires significant judgement on the tax treatments of certain transactions and also assessment on the probability that adequate future taxable profits will be available for the deferred tax assets to be recovered.

(iii) *Deferred tax liabilities for withholding taxes*

Deferred tax liabilities have been established for withholding tax payable on undistributed earnings of a subsidiary in the PRC based on that the directors considered that the undistributed earnings are to be repatriated and distributed by way of dividends. The directors' assessment is constantly reviewed and deferred tax liabilities are adjusted when the results of assessment change.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



30. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(b) Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) *Impairment of contract assets and receivables*

The Group determines the provision for impairment of contract assets, and trade and other receivables on a forward-looking basis. Lifetime ECLs on contract assets, and trade and bills receivables are recognised from initial recognition of the assets. The provision matrix is determined based on the Group's historical observed bad debt loss rates over the expected life of the contract assets, and trade and bills receivables with similar credit risk characteristics and is adjusted for forward looking estimates. Other receivables are considered for 12-month expected credit losses unless there has been a significant increase in credit risk of the financial instruments, in which case the loss allowance is measured at an amount equal to lifetime ECLs. In making the judgement, management considers available reasonable and supportive forward-looking information such as actual or expected significant changes in operating results and financial positions of the customers, past payment history of the customers, and actual or expected adverse changes in business, financial or economic conditions that are expected to cause a significant change in the customers' ability to settle their trade debts. At the end of each reporting period, the observed historical bad debt loss rates are updated and changes in the forward-looking economic conditions and estimates are analysed by the Group's management.

(ii) *Estimated useful lives of property, plant and equipment*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

30. ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

(b) Key sources of estimation uncertainty *(Continued)*

(iii) Valuation of inventories

Inventories are carried at the lower of cost and net realisable value at the end of each reporting period. Net realisable value is determined on the basis of the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The management estimates the net realisable value for inventories based primarily on the latest invoice prices, current market conditions, historical experience on selling similar inventories and physical conditions of the inventories. It could change significantly as a result of changes in market conditions. In addition, the management performs an inventory review at the end of each reporting period and assesses the need for write down of inventories.

(iv) Product warranty clause

In some of the sales contracts made between the Group and its customers, there are warranty clauses for the quality of the products, which were sold by the Group and accepted by the customers, for a specified period of time, normally one to two years after the control of the products were transferred to the customers. The assurance type warranty cannot be separately purchased by the customers and it only provides assurance that the products transferred by the Group comply with the agreed-up specifications. The Group considered the facts that there were no significant costs incurred in the past for its sold products during the warranty period after sales and at the reporting period end, the Group was not aware of any events that would cause the Group to incur material amount for the future costs for the purpose of the warranty clause of the sales agreements for those goods sold to the customers.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



31. THE COMPANY'S STATEMENT OF FINANCIAL POSITION AND RESERVES

	Note	2022 RMB'000	2021 RMB'000
Non-current assets			
Investments in subsidiaries		29,903	29,903
Right-of-use assets		146	320
Property, plant and equipment		30	66
		30,079	30,289
Current assets			
Prepayments		69	153
Amount due from a subsidiary	31(a)	8,433	8,433
Cash and cash equivalents		7	55
		8,509	8,641
Current liabilities			
Trade and other payables		2,272	1,127
Lease liabilities		150	171
Amount due to a subsidiary	31(a)	18,591	7,198
Amount due to a shareholder	20(d)	586	661
Amount due to a former shareholder	20(b)	–	6,012
Amount due to a director	20(c)	606	1,846
		22,205	17,015
Net current liabilities		(13,696)	(8,374)
Total assets less current liabilities		16,383	21,915
Non-current liability			
Lease liabilities		–	150
NET ASSETS		16,383	21,765
Capital and reserves			
Share capital	26(a)	3,600	3,600
Reserves	31(b)	12,783	18,165
TOTAL EQUITY		16,383	21,765

This statement of financial position was approved and authorised for issue by the Board of Directors on 17 January 2024 and signed on its behalf by

Li Yubao
Director

Zhang Yaping
Director





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

31. THE COMPANY'S STATEMENT OF FINANCIAL POSITION AND RESERVES

(Continued)

Notes:

(a) Amount due from (to) a subsidiary

The amounts due are unsecured, interest-free and no fixed repayment term.

(b) Company-level reserves

Details of changes in the Company's individual components of reserves between the beginning and the end of the reporting period are set out below:

	Share premium RMB'000 (note 26(b))	Capital reserve RMB'000 (note 26(c))	Share-based payment reserve RMB'000 (note 26(e))	Accumulated losses RMB'000	Total carrying amounts RMB'000
As at 1 January 2021	20,900	29,903	1,933	(30,436)	22,300
Loss and total comprehensive loss for the year	-	-	-	(4,202)	(4,202)
Equity-settled share-based payments	-	-	67	-	67
Lapse of share-based payment services	-	-	(2,000)	2,000	-
As at 31 December 2021 and 1 January 2022	20,900	29,903	-	(32,638)	18,165
Loss and total comprehensive loss for the year	-	-	-	(5,382)	(5,382)
As at 31 December 2022	20,900	29,903	-	(38,020)	12,783



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022



32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2022

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of new/revised HKFRSs that are not yet effective for the year ended 31 December 2022 and which have not been adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group.

Amendments to HKAS 1	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
HKFRS 17	Insurance Contracts ¹
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ¹
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 21	Lack of Exchangeability ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2023 (except for HKAS 12 paragraphs 4A and 88A which are immediately effective upon issue of the amendments).

³ Effective for annual periods beginning on or after 1 January 2024

⁴ Effective for annual periods beginning on or after 1 January 2025

⁵ The effective date to be determined

The directors do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the results of the Group.

33. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors of the Company on 17 January 2024.



