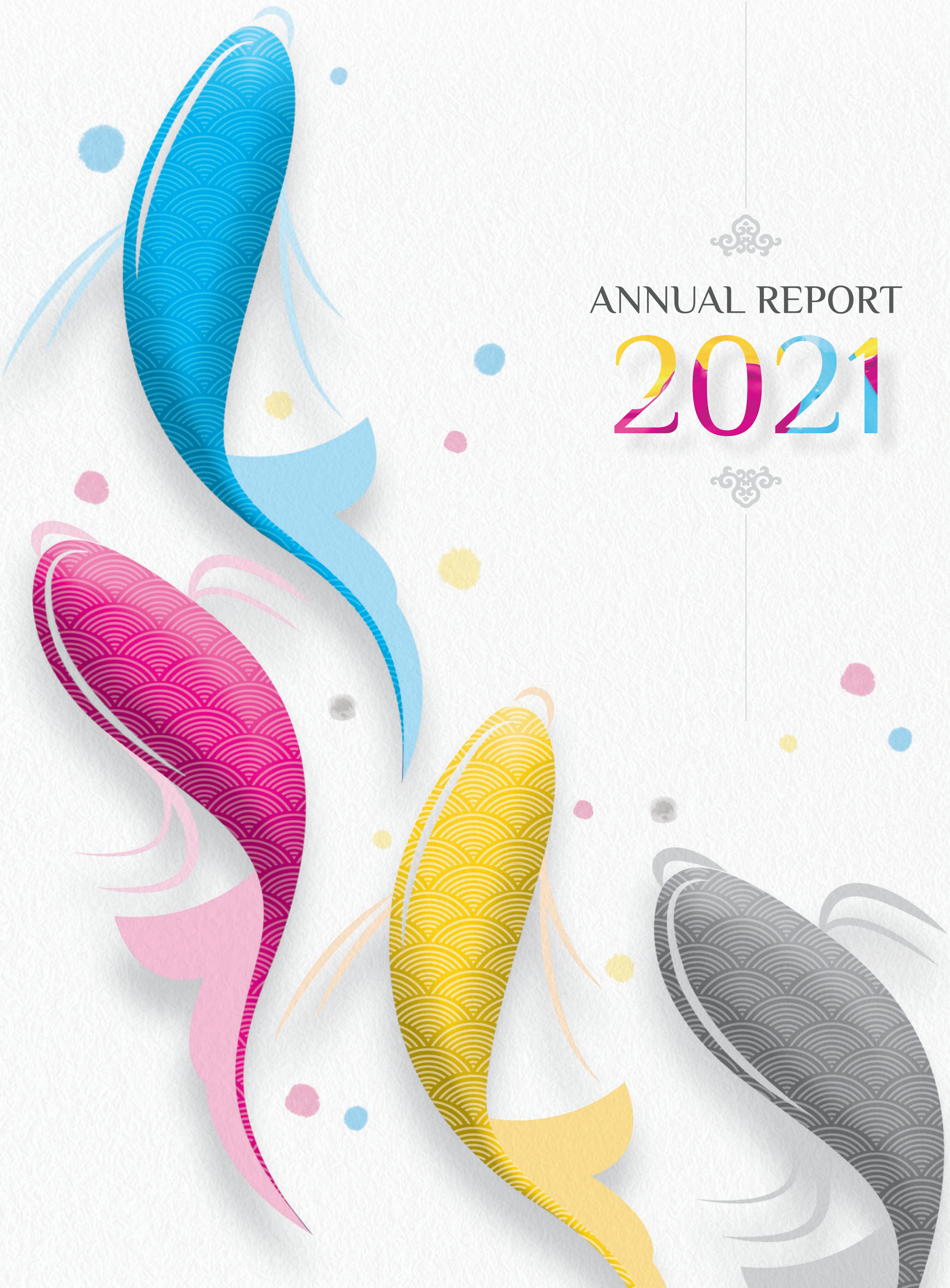
JIA YAO HOLDINGS LIMITED

嘉耀控股有限公司

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code : 01626

ANNUAL REPORT 2021



Jia Yao Holdings Limited - Annual Report 2021

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FINANCIAL HIGHLIGHTS

The board (the "Board") of directors (the "Directors") of Jia Yao Holdings Limited (the "Company") is pleased to announce the annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2021 (the "Year") together with the comparative figures for the corresponding period in 2020.

- Revenue for the year ended 31 December 2021 increased by approximately 19.6% or RMB112.7 million to approximately RMB688.9 million as compared with the same period in 2020.
- Gross profit for the year ended 31 December 2021 decreased by approximately 11.8% or RMB8.7 million to approximately RMB65.0 million as compared with the same period in 2020.
- Gross profit margin for the year ended 31 December 2021 decreased by approximately 3.4% from approximately 12.8% to approximately 9.4% as compared with the same period in 2020.
- Loss attributable to owners of the Company remained unchanged at approximately RMB26.2 million for the year ended 31 December 2020 and 2021.
- Average trade and notes receivable turnover days decreased from approximately 78 days for the year ended 31 December 2020 to approximately 52 days for the year ended 31 December 2021.
- Average trade and notes payable turnover days decreased from approximately 198 days for the year ended 31 December 2020 to approximately 184 days for the year ended 31 December 2021.
- Average inventory turnover days decreased from approximately 108 days for the year ended 31 December 2020 to approximately 104 days for the year ended 31 December 2021.
- The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (for the year ended 31 December 2020: nil).

Notes:

(i) Gross profit margin were calculated based on gross profit for the year divided by the revenue for the year.

(ii) Average trade and notes receivable turnover days were calculated as the average of the beginning and ending of trade and notes receivable balance of the year end divided by the revenue for the year and multiplied by the number of days for the year (365 days for the year ended 31 December 2021 (for the year ended 31 December 2020: 366 days)).

(iii) Average trade and notes payable turnover days were calculated as the average of the beginning and ending of trade and notes payable balance of the year end divided by the cost of sales for the year and multiplied by the number of days for the year (365 days for the year ended 31 December 2021 (for the year ended 31 December 2020: 366 days)).

(iv) Average inventory turnover days were calculated as the average of the beginning and ending of inventories balance of the year end divided by the cost of sales for the year and multiplied by the number of days for the year (365 days for the year ended 31 December 2021 (for the year ended 31 December 2020: 366 days)).

Board of Directors

Executive Director
Mr. Yang Yoong An *(Chairman)*

Non-executive Directors
Mr. Feng Bin
Mr. Yang Fan

Independent Non-executive Directors
Mr. Gong Jinjun
Mr. Zeng Shiquan
Mr. Wang Ping

Company Secretary
Mr. Wu Hung Wai *(HKICPA)*

Registered Office
Second Floor, Century Yard, Cricket Square, P.O. Box 902,
Grand Cayman, KY1-1103,
Cayman Islands

Headquarter and Principal Place of Business in the PRC
No. 6 Qingdao Road
Dongshan Economic Developing District
Yichang, Hubei

Principal Place of Business in Hong Kong
Suite 3212, 32nd Floor, Tower One, Times Square
No. 1 Matheson Street, Causeway Bay
Hong Kong

Audit Committee
Mr. Wang Ping *(Chairman)*
Mr. Gong Jinjun
Mr. Zeng Shiquan

Remuneration Committee
Mr. Gong Jinjun *(Chairman)*
Mr. Yang Fan
Mr. Wang Ping

Nomination Committee
Mr. Yang Yoong An *(Chairman)*
Mr. Zeng Shiquan
Mr. Gong Jinjun

Corporate Website
www.jiayaoholdings.com

Authorised Representatives
Mr. Yang Fan
Mr. Wu Hung Wai

Principal Bankers
China Merchants Bank Yichang Branch
Hubei Bank Corporation Yichang Branch

Principal Share Registrar and Transfer Office
Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard, Cricket Square, P.O. Box 902,
Grand Cayman, KY1-1103,
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office
Union Registrars Limited
Suites 3301–04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

Legal Adviser as to Hong Kong Laws
Loong & Yeung
Room 1603, 16th Floor, China Building
29 Queen's Road Central
Central, Hong Kong

Auditor
PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor
22/F., Prince's Building
Central, Hong Kong

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report of the Company for the year ended 31 December 2021.

In 2021, the global economy experienced an encouraging rebound with trade activities, industrial output, and consumer sentiment picking up as substantial vaccination rates and pandemic control helped stabilise the situation of the Coronavirus Disease 2019 ("COVID-19" or the "pandemic"). China maintained its leading position in economic development and pandemic control during the year with the country implemented effective "zero-tolerance" measures to contain the pandemic. China's economy is on the right track for recovery and saw an 8.1% GDP growth in 2021. However, the overall economic outlook is still fraught with uncertainties and clouded by various downside risks, including new virus variants, unanchored inflation expectations, and financial stress.

The business environment remained tough for the Group in 2021 due to difficulty in recruiting workers, rising labour cost as well as material costs. These factors pressured the Group's profitability and financial performance. As new order secured in 2021 had different product structure with relatively lower average selling price, gross margin thus decreased year-on-year despite an increase in sales.

Despite the continued impact from the pandemic and fierce market competition, the Group can look back at its achievements over the reporting year with considerable client satisfaction. Our outstanding product quality, advanced technological expertise and extensive market experience also enabled us to enhance our relationship with customers and expand client base. During the reporting year, we managed to add new customers and extend our product mix to existing clients through leveraging our competitive advantage as their approved supplier. The Group's total revenue thus saw a stable growth during the reporting year. Due to the declining profit margin of trading goods segment, we decided to end this segment during the year under review and devote our resources to the paper cigarette packages segment with higher profit margin.

In view of the challenging operating environment, cost control remained as our key focus during the year under review. The Group stepped up its effort in cost and expense control such as investing in new machinery and equipment to enhance production capacity and efficiency, optimising the layout of production plants to enable an effective and smooth production workflow and ultimately improving the turnover efficiency. With strengthened production process control, the production capacity was largely augmented which in turn reduced production costs.

China's economic recovery recorded in 2021 will inevitably slow down with export trade suffering amid the global weak sentiment and the latest surge of COVID-19 variant cases. That said, the country's domestic demand remains relatively strong driven by various stimulus and macroeconomic measures implemented by the Chinese Government. China's tobacco industry still sees growth momentum with focus on quality players which can pursue sustainable business development and cultivate brand awareness in a precise and effective manner. As overall consumption power improved in China, high-end products saw stronger market demand in recent years.

Capturing the current market trend, the Group will continue to target on high-end cigarette packaging market and make efforts to deepen its business scope by focusing on its key cigarette printing business segment and exploring the upstream and downstream industry chains, while at the same time, broadening its business breadth to serve other industries with printing needs, striving to achieve business diversification. Given the rising popularity of e-cigarette, the Group will remain proactive in exploring this market segment and capitalise on its competitive strengths to grasp the enormous market opportunities. Riding on the Group's leading industry position, vast experience and extensive sales network, we are confident of generating synergy between the traditional cigarette and e-cigarette packaging market and delivering positive results in the long run.

While the pandemic situation remained unresolved in 2021, the Group sought changes and innovations to turn the crisis into opportunity. Looking ahead to 2022, we are ready to take up new challenges through realising our business strategies and consolidating our strengths.

I would like to express my sincere gratitude for the continuous support of all our shareholders, investors, business partners and customers, and also to our management team and employees for their valuable contribution during the hard times. As always, Jia Yao will remain cautious on costs and continue to adopt prudent approach in its growth strategies with the aim of creating long-term values for our shareholders.

YANG Yoong An
Chairman of the Board and Executive Director

Hong Kong, 29 March 2022

MANAGEMENT DISCUSSION AND ANALYSIS

Market Review

During the reporting year, China's economy saw a strong rebound in the first half, but the momentum was eased in the second half of the year amid the continued impact from the Coronavirus Disease 2019 ("COVID-19" or the "pandemic") and emergence of variant cases. While consumers tended to be more cautious in domestic spending, export trade was also hit as approaching to end of the year. Despite an easing pace of economic growth in the fourth quarter, China managed to achieve a better-than-expected GDP growth of 8.1% in 2021, according to the National Bureau of Statistics of China. Retail sales surged 12.5% in 2021, despite a significant slowdown in the final month of 2021. With Chinese government's implementation of several macroeconomic control, fiscal and monetary policy, as well as its zero-tolerance pandemic control measures, China is on the right track for economic recovery with domestic demand supporting the trend.

Driven by domestic demand, the cigarette market in China experienced a steady growth in 2021. Domestic cigarette production rose by 1.3% year-on-year in 2021 to 2,418.2 billion. The e-cigarette market, on the other hand, outperformed with domestic market size expecting to jump 76% year-on-year to RMB25.5 billion in 2022, according to iiMedia Research. The export market size of e-cigarette is forecasted to surge by 63.4% year-on-year to RMB165.9 billion in 2022. Despite the rising demand for both traditional cigarettes and e-cigarettes, the operating environment is still full of challenges drawing from regulatory risks, difficulty in recruiting workers, rising labor cost as well as material costs. The Chinese authority further stepped up the regulation of the fast-growing vaping industry in November 2021 by including the sector in its tobacco monopoly law, which has put the market under the government's full control. In response to the tough operating environment, the Group continued to ride on its expertise and reputation to fine-tune its business strategy, actively explore opportunities, broaden its customer base, while taking timely measures to control its cost expenditure.

Business Review

The Group is principally engaged in the design, printing and distribution of paper cigarette packages in China and to a lesser extent, social product paper packages in China. Hubei Golden Three Gorges Printing Industry Co., Ltd.* (湖北金三峽印務有限公司) ("Hubei Golden Three Gorges"), the Group's primary subsidiary, has been established in China for over 20 years. The Group provides paper cigarette packaging services for key cigarette brands designated by the State Tobacco Monopoly Administration of China ("STMA"). The Group has also diversified its business to social product paper packages such as medicine, wine, food and other consumer goods by leveraging its extensive experience and know-how in the cigarette packaging industry.

Sales and Distribution

Regarding the paper cigarette packaging segment, the Group believes that its solid and stable business relationship with customers is vital for excelling within the cigarette packages industry. As of 31 December 2021, the Group's clients included major provincial tobacco industrial companies and non-provincial tobacco companies under China Tobacco Industry Development Center* (中國煙草實業發展中心), their operations span across China with production centers located in Hubei, Sichuan, Yunnan, and other provinces.

* *For identification purpose only*

Product Development and Design

The Group will continue to invest in machinery and equipment to upgrade its production plants and ensure the productivity is up to international standards. The management strives to pursue cutting-edge technology in order to reduce production costs while maintaining or even improving product quality.

The Group attaches high importance to product design and technology development, striving to enhance its technological competitiveness by leveraging its design and development capabilities, and continuing to commit resources to the upgrading of product research and development capabilities. During the period under review, the Group carried out regulated operation in strict compliance with the ISO9000 quality system standards. Equipped with state-of-the-art and comprehensive inspection equipment and devices, the Group has formulated a complete institutional system that covers every single process for its products in terms of the flow, standards, record and appraisal for the quality management of imported materials, processes as well as inspection of finished products and product delivery, which in turn assures the continuous enhancement of product quality.

Technology Development and Quality Control

Regarding quality control, the Group pursues perfection, professionalization and standardization by paying close attention to managing and controlling product quality. During the year under review, the Group was engaged in regulated operations in strict compliance with ISO9000 quality system standards. Equipped with state-of-the-art and comprehensive inspection equipment and devices, the Group has formulated a complete institutional system that covers the whole process of production, ensuring continuous enhancement of product quality.

In addition, the Group's product quality and safety control laboratory was accredited by China National Accreditation Service for Conformity Assessment in 2018. Meanwhile, the Group has also refined its quality and surveying management system and obtained accreditation for its G7 printing technology. The Group is resolved to enhance its product quality in response to the demand of customers.

Cost Control

The Group has conducted internal evaluation to improve production procedures and materials usage, in hopes of raising production efficiency and shortening product cycle. Ultimately, these measures have allowed the Group to control the production cost per unit.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

For the year ended 31 December 2021, the revenue of the Group was approximately RMB688.9 million, representing a increase of approximately 19.6% over the same period in 2020, among which revenue from paper cigarette packages segment and social product paper packages segment accounted for approximately 98.9% and 1.1%, respectively. The Group's operation in China was gradually resuming back on track in year 2021 and revenue from Paper Cigarette packages segment and social product paper packages segment was increased significantly to approximately RMB681.5 million and RMB7.4 million, respectively. Due to the fierce competition on trading goods segment with decreasing profit margin, the management decided to concentrate all resources on paper cigarette packages segment with higher profit margin.

The following table sets forth the breakdown of the Group's revenue for the year ended 31 December 2021:

	For the year ended 31 December		
	2021	2020	Change (%)
	RMB'000	RMB'000	(approximate)
Paper cigarette packages segment	**681,549**	492,158	+38.5%
Social product paper packages segment	**7,395**	5,501	+34.4%
Trading goods segment	**–**	78,585	-100%

Gross Profit

The Group's gross profit decreased by approximately 11.8% from approximately RMB73.7 million for the year ended 31 December 2020 to approximately RMB65.0 million for the year ended 31 December 2021. The Group's gross profit margin decreased by approximately 3.4% from approximately 12.8% to approximately 9.4% as compared with the same period in 2020. The decrease in gross profit margin was primarily due to the decrease in average product price to certain major customers in Hunan and Shaanxi markets during the year ended 31 December 2021.

Distribution Costs

For the year ended 31 December 2021, distribution costs comprise: (i) delivery expenses for transportation of our products to customers; (ii) staff costs and benefits relating to our Group's sales and marketing personnel; (iii) expenses incurred in customer hospitality activities during our normal course of business; (iv) travelling expenses of our staff incurred for sales and distribution activities; (v) administrative expenses; and (vi) other selling and distribution related expenses. The Group's distribution costs decreased by approximately 25.6% from approximately RMB37.4 million for the year ended 31 December 2020 to approximately RMB27.8 million for the year ended 31 December 2021. The decrease of distribution costs was mainly due to the decrease in social promotion expense on our business during the year ended 31 December 2021.

Administrative Expenses

For the year ended 31 December 2021, administrative expenses consist of (i) staff costs and benefits relating to our Group's administrative personnel; (ii) travelling expenses of administrative staff; (iii) depreciation expenses arising from daily operation; (iv) entertainment expenses of administrative staff; (v) research and development expenses; (vi) office expenses; (vii) regulatory expenses; and (viii) other expenses incurred in relation to our administrative operations. The expenses increased by approximately 2.2% from approximately RMB59.3 million for the year ended 31 December 2020 to approximately RMB60.6 million for the year ended 31 December 2021.

Other Income

Other income mainly consists non-recurring government grant. The Group's other income decreased by approximately RMB2.2 million to approximately RMB1.1 million during the year. The decrease in other income was mainly due to the decrease of government grants in China during the year ended 31 December 2021.

Other Losses

For the year ended 31 December 2021, other losses was mainly consist of loss on disposal of raw materials and loss on disposal of property, plant and equipment. The Group's other losses decreased by approximately RMB1.9 million to approximately RMB2.6 million during the year. The decrease in other losses was primarily due to the decrease of loss on disposal of raw materials during the year ended 31 December 2021.

Finance Costs – net

For the year ended 31 December 2021, net finance costs primarily consist of interest income on bank deposits, interest payments on interest-bearing obligations and bank charges. The net finance costs increased by approximately 36.6% from approximately RMB3.6 million for the year ended 31 December 2020 to approximately RMB4.9 million for the year ended 31 December 2021. The increase of net finance costs was mainly due to the increase of interest expenses on bank and other borrowings during the year ended 31 December 2021.

Income Tax Expense

The Group's income tax expense decreased by approximately 1.9% from approximately RMB0.83 million for the year ended 31 December 2020 to approximately RMB0.81 million for the year ended 31 December 2021.

Loss Attributable to Owners of the Company

As a result of the foregoing, the Group's loss attributable to owners of the Company remained unchanged at approximately RMB26.2 million for the year ended 31 December 2020 and 2021.

Trade and Other Receivables

Trade and other receivables increased by approximately 7.3% from approximately RMB114.0 million as at 31 December 2020 to approximately RMB122.3 million as at 31 December 2021. The increase was mainly attributable to (i) the increase of notes receivable from approximately RMB8.2 million as at 31 December 2020 to approximately RMB12.3 million as at 31 December 2021; (ii) increase of payments in advance from approximately RMB0.2 million as at 31 December 2020 to approximately RMB2.4 million as at 31 December 2021; and (iii) increase of other receivables from approximately RMB0.1 million as at 31 December 2020 to approximately RMB4.1 million as at 31 December 2021.

Trade and Other Payables

Trade and other payables increased by approximately 69.9% from approximately RMB255.7 million as at 31 December 2020 to approximately RMB434.5 million as at 31 December 2021. The increase was mainly attributable to the increase of trade payables from approximately RMB102.3 million as at 31 December 2020 to approximately RMB238.9 million as at 31 December 2021 and increase of notes payable from approximately RMB135.0 million as at 31 December 2020 to approximately RMB173.6 million as at 31 December 2021. Increase of trade payables and notes payable were mainly due to the increasing purchase of raw materials for production in order to cope with the early arrival of peak season of Lunar New Year and expected increase of sale order in early year 2022.

Liquidity and Financial Resources

The Group recorded net current assets of approximately RMB12.7 million as at 31 December 2021, compared with net current assets of approximately RMB56.9 million as at 31 December 2020. The Group maintained a healthy liquidity position during the year ended 31 December 2021. The Group's operations were principally financed by internal resources and interest-bearing borrowings during the year.

As at 31 December 2021, the Group's cash and cash equivalents, which were held mainly in Renminbi and Hong Kong dollars, were approximately RMB65.8 million, compared with approximately RMB70.2 million as at 31 December 2020.

Borrowings and Gearing Ratio

The Group's interest-bearing borrowings was approximately RMB101.1 million as at 31 December 2021 (as at 31 December 2020: approximately RMB110.0 million). The increase was mainly due to the new bank borrowings in order to improve the liquidity of the Group after the pandemic. The Group's interest-bearing borrowings were mainly denominated in Renminbi. The Group's interest-bearing borrowings was repayable within 1 year. This ratio is calculated as net debt divided by total capital. The gearing ratios are as follows:

	As at 31 December	
	2021	2020
	RMB'000	RMB'000
Total borrowings	**101,080**	110,000
Less: cash and cash equivalents	**(65,844)**	(70,182)
Net debt	**35,236**	39,818
Total equity	**206,340**	229,420
Total capital	**241,576**	269,238
Gearing ratio (%)	**15%**	15%

It is the policy of the Group to adopt a consistently prudent financial management strategy. Sufficient liquidity is maintained with appropriate levels of borrowings to meet the funding requirements of the Group's investments and operations.

Capital Expenditure

During the year ended 31 December 2021, the Group's total capital expenditure amounted to approximately RMB30.7 million (2020: approximately RMB7.2 million), which was mainly used in purchase of machineries.

Treasury Policies

The Group adopted a prudent strategy towards the treasury and funding policies, and attached high importance to the risk control and transactions directly related to the Group's principal business. Funds, primarily denominated in Renminbi and Hong Kong dollars, are normally placed with banks in short or medium term deposits for working capital of the Group.

Assets pledged as security

The carrying amounts of assets pledged as security for notes payable and borrowings are as follows:

	2021 **RMB'000**	2020 RMB'000
Land use rights	**12,131**	18,856
Investment property	**6,933**	–
Property, plant and equipment	**22,599**	61,078
Trade receivables	**39,905**	46,302
Restricted cash	**148,717**	94,000
	230,285	220,236

Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Associated Companies

There are no significant investments, material acquisition and disposal of subsidiaries, associates and joint ventures by the Group for the year ended 31 December 2021 (2020: nil).

Contingent Liabilities

As at 31 December 2021, the Group did not have any significant contingent liabilities (as at 31 December 2020: nil).

Foreign Exchange Risks

The Group's transactions were mainly conducted in RMB, the functional currency of the Group, and the major receivables and payables are denominated in RMB. The Group's exposure to foreign currency risk related primarily to certain bank balances and cash, trade receivables, contract liabilities and other payables maintained in Hong Kong Dollars and United States Dollars. The Group did not use derivative financial instruments to hedge against the volatility associated with foreign currency transactions and other financial assets and liabilities arising in the ordinary course of business during the year ended 31 December 2021.

Human Resources and Remuneration

As at 31 December 2021, the Group employed 750 employees (as compared with 550 employees as at 31 December 2020) with total staff cost of approximately RMB60.9 million incurred for the year ended 31 December 2021 (as compared with approximately RMB52.5 million for the year ended 31 December 2020). The Group's remuneration packages are generally structured with reference to market terms and individual merits.

MANAGEMENT DISCUSSION AND ANALYSIS

Adequacy of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Group maintained adequate public float throughout the year ended 31 December 2021.

Future Outlook

With COVID-19 still evolving and continue to affect the global market, the economic recovery is set to decelerate with growth forecasted to slow down to 4.1% in 2022 amid continued COVID-19 flare-ups, diminished policy support, and lingering supply bottlenecks, according to the World Bank data.

Despite that China's economy saw strong pick-up last year, a winter surge in COVID-19 cases driven by the Omicron variant has dampened the market sentiment and brought uncertainties to the ongoing economic recovery and business operating environment. However, with various stimulus measures implemented by the Chinese Government and relatively strong domestic demand for tobacco market, the Group remains cautiously optimistic about the development of China's economy and the tobacco industry. The Center for Forecasting Science of Chinese Academy of Sciences expects China's economy to grow 5.5% in 2022, while consumption and net exports will drive GDP growth by 3.9 and 0.7 percentage points respectively, demonstrating a steady upside trend of the economic activities.

With solid position in the tobacco package industry, the Group remains active in expanding its footprint to other cities and capture the arising opportunity. The Group plans to open an office in Jilin in 2022 to deeply explore and develop its business in the city. The Jilin office will also be served as a base for further business expansion in the northern market.

In view of Chinese government's tightening controls to reduce cigarette consumption and regulate the e-cigarette industry, the Group regards this as a good opportunity to stand out its quality cigarette printing product and service in the market. In fact, the market for both traditional tobacco and e-cigarette is growing, with revenue in the tobacco products market amounting to US$244,428 million in 2022. The market is expected to grow annually by 2.36% (CAGR 2022-2025). The market size of Chinese e-cigarettes and auxiliary products amounted to RMB5.52 billion, and it is predicted to grow more than double to RMB11.28 billion by 2022. The trend presented enormous market opportunities that the Group will not be missed.

To further strengthen the business development of e-cigarette, the Group has invested in Shenzhen Haohan Yangtian Technology Co., Ltd. ("Shenzhen Haohan"), which is engaged in product research and development of electronic cigarettes. Leveraging on Shenzhen Haohan's technological expertise and the Group's client network, the Group will be able to accelerate the expansion of its e-cigarette segment and eventually diversify its tobacco related business.

To cater for the escalating demand, the Group will actively deepen its business scope by focusing on its key cigarette printing business segment and exploring the upstream and downstream industry chains, and at the same time broadening its business breadth to serve other industries with printing needs. The Group will continue to devote tremendous efforts in product development and focus its product mix on middle to high-end cigarette packages, striving to offer new products and turning them into a major source of revenue. The Group also adopts strategic bidding approach to optimise product structure and achieve scale increment, so as to offer new product and drive the existing product sale and ultimately realise profit growth.

Executive Director

Mr. Yang Yoong An (楊詠安) (formerly known as **Yang An (楊安)**), aged 59, was first appointed as a Director on 5 August 2013, and was redesignated as our executive Director from 24 March 2014 to 17 March 2017, as a non-executive Director from 17 March 2017 to 18 February 2019, and as an executive Director since 18 February 2019. Mr. Yang was the Chairman of our Company up to 17 March 2017 and has been the Chairman of our Company again since 18 February 2019. Mr. Yang is primarily responsible for overall management and formulation of business strategy of our Group.

Mr. Yang had engaged in various businesses since the 1980s such as trading of fishery products and cigarette-related accessories products.

With the acquisition of the equity interests in Hubei Golden Three Gorges in 2001, Mr. Yang developed the business of production of cigarette packages in the PRC. In 2010, Mr. Yang became the chairman of Hubei Golden Three Gorges and he has been responsible for the overall day to day management of Hubei Golden Three Gorges.

Since 2012, Mr. Yang Yoong An has been the vice president of the Hubei Province Guangdong Chamber of Commerce (湖北省廣東商會). Mr. Yang Yoong An has brought over 10 years of extensive business and management experience in commercial business to the management team of the Company. He currently serves as a director of the subsidiaries of the Company including Giant Harmony Limited, Park Linker Limited, King Gather Limited, Easy Creator Limited, Hubei Golden Three Gorges and 當陽金三峽聯通印務有限公司 (Dangyang Liantong Printing Industry Co., Ltd.*) ("Dangyang Liantong"), and the legal representative of Hubei Golden Three Gorges and Dangyang Liantong. Mr. Yang Yoong An is the father of Mr. Yang Fan, a non-executive Director of the Company.

As at the date of this annual report, Mr. Yang is the beneficial owner of the entire issued capital of Spearhead Leader Limited, which in turn holds 209,362,000 shares representing approximately 69.79% of the issued share capital of the Company.

Non-executive Directors

Mr. Feng Bin (豐斌), aged 51, was appointed as an executive Director of the Company on 24 March 2014 and resigned on 17 March 2017. On 18 February 2019, Mr. Feng Bin was appointed as a non-executive Director of the Company. Mr. Feng Bin is primarily responsible for overseeing the general corporate, financial and compliance affairs of the Group.

Mr. Feng Bin graduated from the Southwestern University of Finance and Economics (西南財經大學) majoring in accounting in June 1992 through higher education self-taught examination. An accountant qualification was conferred on him by Ministry of Finance of the PRC in October 1994. In June 2008, Mr. Feng obtained a self-study undergraduate certificate (Adult Higher Education) in accounting from the Zhongnan University of Economics and Law (中南財經政法大學). In January 2011, Mr. Feng obtained a part-time master degree (professional degree) in executive management business administration from the Tsinghua University (清華大學). Mr. Feng has more than 15 years of experience in the cigarette packaging trading field. From August 1987 to December 1989, Mr. Feng worked at 四川省德昌縣王所鄉政府 (Dechang Wangsuo Township Government*). From December 1989 to July 2002, Mr. Feng worked at 中共德昌縣委辦公室 (Committee Office of Dechang County*), during which Mr. Feng was attached to work at 四川省德昌縣菸葉複烤廠 (Sichuan Dechang Tobacco Redrying Factory*) as a factory manager from June 1996 to February 2001. From October 2005 to June 2008, Mr. Feng served as deputy general manager of 成都今辰科技發展有限公司 (Chengdu Jinchen Sci-Tech. Development Co., Ltd.*). Mr. Feng joined Hubei Golden Three Gorges in March 2001 and was appointed as the chief financial officer and was the deputy general manager when he left Hubei Golden Three Gorges in 2005. Mr. Feng re-joined Hubei Golden Three Gorges in July 2008 as the deputy general manager and has been the general manager of Hubei Golden Three Gorges from February 2012 to December 2016.

* *For identification purpose only*

As at the date of this annual report, Mr. Feng Bin is the beneficial owner of the entire issued capital of Star Glide Limited, which in turn holds 15,638,000 shares, representing approximately 5.21% of the issued share capital of the Company.

Mr. Yang Fan (楊帆), aged 35, was appointed as a non-executive Director of the Company on 24 March 2014 and resigned on 17 March 2017. On 18 February 2019, Mr. Yang Fan was appointed as a non-executive Director of the Company. Mr. Yang Fan is primarily responsible for overseeing the general corporate, financial and compliance affairs of the Group.

Mr. Yang Fan obtained a Bachelor of Arts degree in economics from the University of Cambridge in June 2012. In August 2013, he obtained a Master of Science degree in financial economics from the University of Oxford.

Mr. Yang Fan is the son of Mr. Yang Yoong An, the executive director of the Company. He is a director of Hubei Golden Three Gorges and a non-executive director of Tian Yuan Group Holdings Limited (Stock Code: 6119).

Independent non-executive Directors

Mr. Gong Jinjun (龔進軍), aged 65, was appointed as an independent non-executive Director on 5 June 2014, a member of the audit committee on 17 March 2017, the chairman of the remuneration committee and a member of the nomination committee on 6 June 2014. Mr. Gong is primarily responsible for overseeing the management independently.

Mr. Gong obtained a bachelor degree in economics and geography from Peking University (北京大學) in July 1982. He was accredited as an engineer by 中華人民共和國建設部 (The Ministry of Construction of People's Republic of China*) in March 1988. He was also accredited as a senior architectural engineer by 廣東省深圳建築工程技術人員高級職務評審委員會 (Constructional Engineering Technician Senior Title Evaluating Committee of Shenzhen, Guangdong Province*) in December 1994. In April 2001, Mr. Gong received the second class prize of the 廣東省科學技術獎勵 (Guangdong Province Science and Technology Achievements Award*) presented by the 廣東省人民政府 (People's Government of Guangdong Province*).

Prior to joining our Group, Mr. Gong was a civil servant of the PRC. He was appointed as an engineer by 中華人民共和國建設部 (The Ministry of Construction of People's Republic of China*) from March 1988 to December 1989. He was then appointed as a researcher of 深圳市規化與國土資源局地質礦產處 (Shenzhen Municipality Geology and Mineral Resources Department*) in August 2003 and was then appointed as a researcher of 深圳市國土資源和房產管理局物業監管處 (Shenzhen Municipality Land Resources and Housing Administrative Bureau*) in June 2004. Mr. Gong retired in 2006.

Mr. Zeng Shiquan (曾石泉), aged 74, was appointed as an independent non-executive Director on 5 June 2014 and a member of the audit and nomination committees on 5 June 2014. Mr. Zeng is primarily responsible for overseeing the management independently.

Mr. Zeng graduated from the department of economics of Wuhan University (武漢大學) in July 1970. He graduated from Sun Yat-sen University (中山大學) as a postgraduate in political economy in December 1981. He was accredited as a senior economist by 深圳市職稱改革領導小組 (Shenzhen City Job Title Reform Leadership Unit*) in February 1993. Mr. Zeng passed the Training Course for Independent Directors of Listed Companies (上市公司獨立董事培訓班) jointly held by The Securities Association of China (中國證券業協會) and the School of Management, Fudan University (復旦大學管理學院) in July 2003.

* *For identification purpose only*

From November 2013 to July 2017, Mr. Zeng has been appointed as an independent director of Shenzhen Kedali Industry Co., Ltd. (深圳市科達利實業股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Shenzhen Exchange stock code: 002850). From June 2013 to May 2015, Mr. Zeng was appointed as an independent non-executive director of Beijing Enterprises Clean Energy Group Limited (北控清潔能源集團有限公司) (formerly known as Jin Cai Holdings Company Limited (金彩控股有限公司)), whose shares are listed on the Main Board of the Stock Exchange (Stock code: 01250). From January 2016 to February 2016, Mr. Zeng was appointed as an independent non-executive director of Aurum Pacific (China) Group Limited (奧栢中國集團有限公司) whose shares are listed on GEM of the Stock Exchange (Stock code: 08148). Mr. Zeng has been appointed as an independent non-executive Director of StarGlory Holdings Company Limited (榮暉控股有限公司) (formerly known as New Wisdom Holding Company Limited (新智控股有限公司)), shares of which are listed on the GEM of the Stock Exchange (stock code: 08213).

Mr. Wang Ping (王平), aged 51, was appointed as our independent non-executive Director on 5 June 2014, the chairman of the audit committee and a member of the remuneration committee on 6 June 2014. Mr. Wang is primarily responsible for overseeing the management independently.

Mr. Wang studied at Nanjing University (南京大學) and received a self-study undergraduate diploma in economic management in December 1993. Mr. Wang obtained a master degree in Business Administration from Sun Yat-Sen University (中山大學) in June 2004. He is a fellow non-practising member of the Chinese Institute of Certified Public Accountants and has over 20 years of experience in corporate finance, audit, accounting and taxation.

Mr. Wang worked at Deloitte Touche Tohmatsu CPA Ltd from September 1999 to August 2002 where he joined as a senior accountant and was later promoted to manager at the audit department. From February 2004 to March 2007, Mr. Wang was employed by China Jishan Holdings Limited (中國稽山控股有限公司), the shares of which are listed on the main board of Singapore Stock Exchange, as the chief financial officer. Mr. Wang worked for EV Capital Pte Ltd. (萬嘉資本私人有限公司) from May 2007 to March 2010 as the vice president. In December 2010, Mr. Wang joined Guang Da (China) Automotive Components Holdings Limited (光大(中國)車輛零部件控股有限公司), a subsidiary of China Vehicle Components Technology Holdings Limited as a senior vice president. Mr. Wang was an executive director and chief financial officer of China First Capital Group Limited (formerly known as China Vehicle Components Technology Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 01269) from April 2014 to December 2015 and from March 2012 to December 2015, respectively.

Mr. Wang was or has been appointed as an independent non-executive director of following companies whose shares are listed on the Main Board of the Hong Kong Stock Exchange: (a) China Hanking Holdings Limited (Stock code: 03788) since February 2011; (b) China Tianrui Group Cement Company Limited (Stock code: 01252) since December 2012; and (c) China Sinostar Group Limited (華星集團有限公司) (formerly known as Shihua Development Company Limited (實華發展有限公司)) (Stock code: 00485) from July 2014 to May 2020.

Further, Mr. Wang was or has been appointed as an independent non-executive director of following companies whose shares are listed on the Shenzhen Stock Exchange: (a) Shenzhen Fuanna Bedding and Furnishing Co. Ltd. (深圳市富安娜家居用品股份有限公司) (Shenzhen Exchange stock code: 002327) from December 2013 to September 2017 and October 2021 to present; (b) Shenzhen Zowee Technology Co., Ltd (深圳市卓翼科技股份有限公司) (Shenzhen Exchange stock code: 002369) from July 2016 to January 2020; and (c) Yunnan Energy New Material Co,. Ltd. (雲南恩捷新材料股份有限公司) (Shenzhen Exchange stock code: 002812) from April 2017 to April 2020. Mr. Wang also has been appointed as non-executive director of following companies whose shares are listed on the Shenzhen Stock Exchange: (a) Chongyi Zhangyuan Tungsten Co., Ltd. (崇義章源鎢業股份有限公司) (Shenzhen Exchange stock code: 002378) from May 2017 to May 2020; (b) Sichuan CRUN Co., Ltd (四川川潤股份有限公司) (Shenzhen Exchange stock code: 002272) from August 2017 to March 2019; and (c) Bojun Education Company Limited (博駿教育有限公司) (Stock code: 01758) from September 2016 to September 2019.

Senior Management

Ms. Song Chun (宋春), aged 53, has been the deputy general manager of Hubei Golden Three Gorges since 18 November 2010 and is responsible for the design, research and development for technology and products. Ms. Song graduated from Guizhou Academy of Arts (貴州藝術專科學校) majoring in arts in July 1993. Ms. Song has over 14 years of experience in design, printing and packaging industry. Before joining our Group, Ms. Song worked as a designer at Shenzhen Jinjia Color Printing Group Co., Ltd. (深圳勁嘉彩印集團股份有限公司) (Shenzhen Exchange stock code: 002191), shares of which are listed on the Shenzhen Stock Exchange, from November 2000 to July 2002. She then joined our Group as a designer from July 2002 until she left our Group to join Shenzhen Jinjia Color Printing Group Co., Ltd. as vice technical director in January 2008. In April 2009, Ms. Song rejoined our Group as the deputy general manager. She was accredited as 全國十佳優秀煙標設計師 (National Top Ten Cigarette Package Designer*) by 中國煙草學會 (China Tobacco Society*) and 中國收藏家協會 (China Association of Collectors*) in 2006.

Mr. Li Shaoan (李少安), aged 49, is the finance director of Hubei Golden Three Gorges since 17 May 2013 and is responsible for overall financial management. Mr. Li graduated from Hubei College of Finance and Economics (湖北財經高等專科學校, formerly known as 中南財經大學湖北財政分校) majoring in taxation in July 1994. Mr. Li completed the Global Capital Operation Programme held by School of Continuing Education, Tsinghua University (清華大學繼續教育學院) in December 2008. In July 2009, Mr. Li obtained a graduation certificate in accounting from Dongbei University of Finance and Economics (東北財經大學) through online course. Mr. Li became a PRC certified tax agent in November 2008 and a non-practising member of Hubei Institute of Certified Public Accountants (湖北省註冊會計師協會) in December 2009. Mr. Li has over 10 years of experience in the printing industry. Before joining our Group, Mr. Li worked at the finance department of Yichang Xiarun Cooperation Co. Ltd. (宜昌峽潤合作有限公司) from October 1998 to June 2004. Mr. Li held a number of positions at Hubei Golden Three Gorges including the finance manager and deputy finance director from July 2004 to May 2013.

Mr. Wu Hung Wai (吳鴻偉), aged 40, has been the chief financial officer and company secretary of our Company since June 2014, responsible for compliance and financial management of the Group. Mr. Wu obtained a bachelor degree in business from the University of Technology, Sydney in October 2003. Mr. Wu is a member of Hong Kong Institute of Certified Public Accountants. Mr. Wu has over 15 years of experience in auditing, management accounting, financial reporting and company secretarial management.

* *For identification purpose only*

Overview

Our Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The corporate governance duties of the Board have been set out in the terms of reference of the Board on corporate governance functions which are available on the website of the Company. We have complied with the Corporate Governance Code (version up to 31 December 2021) (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Board considered that the Company had complied with all the applicable code provisions of the Code for the year ended 31 December 2021. The Board will adopt new Corporate Governance Code (version with effect from 1 January 2022), the requirements under which shall apply to the Company's corporate governance report in the forthcoming financial year ending 31 December 2022.

Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as the code of conduct regarding directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the code of conduct and the required standard set out in the Model Code regarding directors' securities transactions for the year ended 31 December 2021.

The Board of Directors

As at the date of this annual report, the Board consists of six Directors, comprising one executive Director, two non-executive Directors and three independent non-executive Directors. The following table sets forth certain information relating to our Directors during the reporting period and up to the date of this annual report:

Name	Age	Position	Date of appointment as Director	Date of resignation/ redesignation	Roles and responsibilities	Relationship with the other Directors
Executive Director						
Mr. Yang Yoong An (楊詠安) *(Note 1)*	59	Chairman and executive Director	N/A	Re-designated as executive Director on 18 February 2019	Serves on the nomination committee; overall management and formulation of business strategy of our Group	Father of Mr. Yang Fan
Non-executive Directors						
Mr. Feng Bin (豐斌) *(Note 2)*	51	Non-executive Director	18 February 2019	N/A	Overseeing the general corporate, financial and compliance affairs of the Group	N/A
Mr. Yang Fan (楊帆) *(Note 2)*	35	Non-executive Director	18 February 2019	N/A	Serves on the remuneration committee; overseeing the general corporate, financial and compliance affairs of the Group	Son of Mr. Yang Yoong An
Independent non-executive Directors						
Mr. Gong Jinjun (龔進軍)	65	Independent non-executive Director	5 June 2014	N/A	Serves on the audit, remuneration and nomination committees; responsible for overseeing the management independently	N/A
Mr. Zeng Shiquan (曾石泉)	74	Independent non-executive Director	5 June 2014	N/A	Serves on the audit and nomination committees; responsible for overseeing the management independently	N/A
Mr. Wang Ping (王平)	51	Independent non-executive Director	5 June 2014	N/A	Serves on the audit and remuneration committees; responsible for overseeing the management independently	N/A

Notes:

1. Mr. Yang Yoong An redesignated from a non-executive Director to an executive Director, and appointed as the chairman of the Company with effect from 18 February 2019.

2. Mr. Yang Fan and Mr. Feng Bin were appointed as non-executive Directors of the Company with effect from 18 February 2019.

The biographical details of the Directors are set out in the section entitled "Biographies of Directors and Senior Management" in this annual report. Mr. Yang Fan is the son of Mr. Yang Yoong An, save as disclosed above, there are no relationship (including financial, business, family or other material/relevant relationship(s)) among members of the Board.

The term of appointment of the non-executive Director is three years commencing from his date of appointment and thereafter maybe extended for such period as the Company and he agrees in writing.

Mr. Feng Bin and Mr. Gong Jinjun will retire from office as Directors at the forthcoming annual general meeting of the Company to be held on 24 June 2022, being eligible, offer themselves for re-election pursuant to the articles of association of the Company (the "Articles of Association").

In compliance of Rule 3.10(1) of the Listing Rules, the Board currently comprises three independent non-executive Directors representing more than one-third of the Board. Each of the independent non-executive Directors has confirmed by annual confirmation that he has complied with the independence criteria set out in Rule 3.13 of the Listing Rules. The Directors consider that all three independent non-executive Directors are independent under these independence criteria and are capable to effectively exercise independent judgement. Amongst the three independent non-executive Directors, Mr. Wang Ping has the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10(2) of the Listing Rules.

The Board is responsible for the leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance. The day-to-day management, administration and operation of the Company are delegated to the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approvals must be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Board is responsible for performing the corporate governance functions set out in code provision A2.1 of the Code. As at the date of this annual report, the Board has reviewed and monitored: (a) the Company's corporate governance policies and practices, (b) training and continuous professional development of directors and senior management, (c) the Company's policies and practices on compliance with legal and regulatory requirements, (d) the Company's code of conduct and (e) the Company's compliance with the Code disclosures requirements.

The Board has delegated various responsibilities to the Board committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") (collectively, the "Board Committees"). Further details of these committees are set out below.

Continuous Professional Development

Newly appointed Directors will receive a comprehensive, formal and tailored induction on the first occasion of their appointment so as to ensure that they have appropriate understanding of the business of the Company and the obligation and responsibility of being a director. Directors' training is an ongoing process. During the Year, Directors received regular updates and presentations on changes and developments to the Group's business and to the legislative and regulatory environments in which the Group operates. All Directors are also encouraged to attend relevant training courses at the Company's expenses.

Below is a summary of the training the Directors had received during the year under review:

Name of Directors	Type of trainings
Mr. Yang Yoong An	A & B
Mr. Feng Bin	A & B
Mr. Yang Fan	A & B
Mr. Zeng Shiquan	A & B
Mr. Gong Jinjun	A & B
Mr. Wang Ping	A & B

A: attending seminars/workshops/forums

B: reading newspapers, journals and updates relating to the economy, tobacco industry or director's duties and responsibilities etc.

Board Meetings

5 Board meetings were held during the year ended 31 December 2021. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of Board meeting was sent to all Directors at least 14 days prior to a regular Board meeting. Reasonable notices will be given to the Directors for ad-hoc Board meetings. Directors may participate either in person or through electronic means of communications.

All relevant materials were sent to all the Directors relating to the matters brought before the meetings. All the Directors have been provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. All Directors will have the opportunity to include matters in the agenda for Board meetings.

The members and attendance of the Board meeting are as follows:

	Attendance/Board meetings held during the year ended 31 December 2021
Mr. Yang Yoong An	5/5
Mr. Feng Bin	5/5
Mr. Yang Fan	5/5
Mr. Zeng Shiquan	5/5
Mr. Gong Jinjun	5/5
Mr. Wang Ping	5/5

One general meeting, being the annual general meeting was held during the year ended 31 December 2021. The members and attendance of the general meeting are as follows:

	Attendance/General meeting held during the year ended 31 December 2021
Mr. Yang Yoong An	1/1
Mr. Feng Bin	1/1
Mr. Yang Fan	1/1
Mr. Zeng Shiquan	1/1
Mr. Gong Jinjun	1/1
Mr. Wang Ping	1/1

The forthcoming annual general meeting will be held on 24 June 2022.

Directors' Service Contract

The executive Director has entered into a service agreement with the Company for a term of three years commencing from 18 February 2022, subject to the termination provision therein. The executive Director or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

Each of the non-executive Directors has entered into a service agreement with the Company for a term of three years commencing from 18 February 2022, subject to the termination provision therein. Each of the non-executive Directors or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

Each of the independent non-executive Directors has renewed the service agreement with the Company as an independent non-executive Director for a term commencing on 11 June 2021 and ending on the conclusion of the 2021 annual general meeting of the Company to be held in 2022. Each of the independent non-executive Directors or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

No Director has entered into any service agreement with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

Remuneration of Directors and Senior Management

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 10 and Note 33 to the consolidated financial statements in this annual report.

Board Committees

The Board has established (i) Audit Committee, (ii) Remuneration Committee, and (iii) Nomination Committee with defined terms of reference. The terms of reference of the Board Committees, which explain their respective role and the authority delegated to them by the Board, are available on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance under appropriate circumstances, at the Company's expenses.

Audit Committee

The Company has established the Audit Committee on 6 June 2014 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Audit Committee consists of three independent non-executive Directors, namely Mr. Wang Ping (as Chairman), Mr. Zeng Shiquan and Mr. Gong Jinjun. The primary duties of the Audit Committee are, inter alia, to assist the Board in providing an independent view of the effectiveness of the financial reporting system, internal control procedures and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

During the year ended 31 December 2021, the Audit Committee mainly performed the following duties:

— reviewed the Group's audited final results for the year ended 31 December 2020, unaudited interim results for the six months ended 30 June 2021, met with the external auditor to discuss such results without the presence of the Company's management, and was of the opinion that the preparation of the relevant financial statements complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

— reviewed the appropriateness and effectiveness of the risk management and internal control systems of the Group and made recommendations to the Board on the improvement of internal control, credit control and risk management of the Group.

During the year ended 31 December 2021, two meetings were held by the Audit Committee. The attendance record of each member of the Audit Committee at the meeting of the Audit Committee is set out below:

Name of Director	Attendance/Number of Audit Committee meeting(s)
Mr. Wang Ping	2/2
Mr. Gong Jinjun	2/2
Mr. Zeng Shiquan	2/2

There had been no disagreement between the Board and the Audit Committee during the year ended 31 December 2021.

Remuneration Committee

The Company has established the Remuneration Committee on 6 June 2014 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B.1 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Remuneration Committee consists of two independent non-executive Directors, namely Mr. Gong Jinjun (as Chairman) and Mr. Wang Ping, and one non-executive Director, namely Mr. Yang Fan. The primary duties of the Remuneration Committee are, inter alia, (1) to determine the remuneration policy of all Directors, to assess the performance of the Directors, to approve the terms of service contracts of the Directors, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives, to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, to make recommendations to the Board on the remuneration of the non-executive Director(s), (2) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure they are consistent with relevant contractual terms and are otherwise reasonable and appropriate, (3) to review and approve compensation payable to executive Director and senior management for any loss or termination of office or appointment to ensure that it is consistent with contracted terms and is otherwise fair and not excessive, and (4) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

During the year ended 31 December 2021, one meeting was held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee is set out below:

Name of Director	Attendance/ Number of Remuneration Committee meeting(s)
Mr. Gong Jinjun	1/1
Mr. Wang Ping	1/1
Mr. Yang Fan	1/1

During the year ended 31 December 2021, the Remuneration Committee mainly performed works including reviewing and making recommendation to the Board regarding of the Directors' remuneration for the year ending 31 December 2021 and assessing performance of executive directors.

There had been no disagreement between the Board and the Remuneration Committee during the year ended 31 December 2021.

Nomination Committee

The Company has established the Nomination Committee on 6 June 2014 with written terms of reference in compliance with paragraph A.5 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Nomination Committee consists of two independent non-executive Directors, namely Mr. Zeng Shiquan and Mr. Gong Jinjun, and one executive Director, Mr. Yang Yoong An (as Chairman). The primary functions of the nomination committee are, inter alia, to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, to assess the independence of independent non-executive Directors, and to make recommendations to the Board on the appointment or re-appointment of Directors in particular the chairman and the chief executive officer and succession planning for Directors.

During the year ended 31 December 2021, one meeting was held by the Nomination Committee. The attendance record of each member of the Nomination Committee is set out below:

Name of Director	Attendance/ Number of Nomination Committee meeting(s)
Mr. Yang Yoong An	1/1
Mr. Zeng Shiquan	1/1
Mr. Gong Jinjun	1/1

There had been no disagreement between the Board and the Nomination Committee during the year ended 31 December 2021. During the year ended 31 December 2021, the Nomination Committee mainly performed works including:

— identified suitable candidates for directorships and made recommendations to the Board;

— assessed the independence of independent non-executive Directors;

— made recommendations to the Board on the appointment or re-appointment of Directors; and

— reviewed and assessed the implementation of the diversity policy of the Company.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and hence the purpose of the Board Diversity Policy aims to build and maintain a Board with a diversity of directors, in terms of skills, experience, knowledge, expertise, culture, independence, age and gender. These differences will be taken into account in determining the optimum composition of the Board. The Nomination Committee will discuss the measurable objectives for implementing diversity on the Board from time to time and recommend them to the Board for adoption. The Nomination Committee will report annually on the composition of the Board under diversified perspectives, and monitor the implementation of this policy to ensure the effectiveness of this policy. It will also discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Nomination Policy

The objectives of the Policy are to provide formal, clear and transparent procedures, process and criteria for the Nomination Committee to nominate and recommend a suitable candidate to the Board of the Company either to fill a causal vacancy or as an addition to the Board; or stand for election by shareholders at the general meetings of the Company and to ensure the Board has a balance of skill, experience and diversity of perspectives appropriate to the requirements of the Company's businesses.

The Board is responsible for approving the Policy and any subsequent changes proposed to be made thereto. Nomination Committee is responsible for monitoring and reviewing the Policy and recommend any changes thereto to the Board for its adoption as and when necessary in order to ensure that the Policy remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice. The ultimate responsibility for selection and appointment of directors rests with the Board.

Nomination Committee and the Board may consider the following factors, which are neither exhaustive nor decisive, when assessing the suitability of a proposed candidate: (1) personal ethics, reputation and integrity; (2) professional qualifications, skills, knowledge and experience that are relevant to the Company's businesses and corporate development and strategy; (3) willingness and ability to devote adequate time to discharge the duties as a director and to make required commitments; (4) the "Board Diversity Policy" adopted by the Company for achieving diversity on the Board with reference to the Company's business model and specific needs, including but not limited to gender, age, educational background and work–profile; and (5) applicable legal and regulatory requirements.

For filling a causal vacancy or appointing an additional director to the Board in accordance with the Articles of Association of the Company, Nomination Committee shall make recommendation for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, Nomination Committee shall make recommendation to the Board for consideration and approval. Shareholder(s) may nominate a candidate to stand for election as a director at a general meeting. The nomination proposal should include the candidate's biographical information and other information as required to be disclosed under the Listing Rules and the candidate's signed written consent to be appointed as a director and to the publication of his/her personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director. If considered necessary, Nomination Committee may request the candidate to provide additional information and documents. Nomination Committee shall consider the nomination proposal, evaluate such candidate based on the selection criteria and review the structure, size and diversity of the Board to determine whether such candidate is suitable for recommending to the Board. A circular with the candidate information such as the name, brief biography (including qualifications and relevant experience), proposed remuneration, independence and any other information, as required pursuant to the applicable laws, rules and regulations will be provided to shareholders before the general meeting and within the prescribed period as required under Listing Rules. The Board shall have the final decision on all matters relating to the recommendation of a candidate to stand for election at a general meeting.

Dividend Policy

This policy aims to provide shareholders of the Company with stable dividends and sets out the guidelines for the Board of the Company to determine whether dividends are to be declared and paid, and the level of dividend to be paid to the shareholders of the Company.

It is the policy of the Company to allow its shareholders to participate in the Company's profits whilst to retain adequate reserves for future growth. Normally, the Company pays dividends twice a year, which are the interim dividend and final dividend. The Board may declare special dividends in addition to such dividends as it considers appropriate.

In determining the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors: (1) the actual and expected financial results of the Company and its subsidiaries (the "Group"); (2) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; (3) the Group's business strategies, including future cash commitments and investment needs to sustain the long — term growth aspect of the business; (4) the current and future operations, liquidity position and capital requirements of the Group; and (5) any other factors that the Board deems appropriate. The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period.

Directors' Responsibility for the Financial Statements

The Directors are responsible for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group, in accordance with accounting principles generally accepted in Hong Kong. The statement by the auditor of the Company about their responsibilities for the financial statements is set out in the independent auditor's report contained in this annual report.

External Auditor's Remuneration

The Company engaged PricewaterhouseCoopers as its external auditor for the year ended 31 December 2021. The Audit Committee has been notified of the nature and the service charges of non-audit services for reviewing interim results to be performed by PricewaterhouseCoopers and considered that these non-audit services have no adverse effect on the independence of the auditor. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. Details of the fees paid/payable to PricewaterhouseCoopers during the year are as follows:

	RMB
Audit services	1,000,000

Risk Management and Internal Controls

The Board is responsible for the risk management and internal control of the Group and for reviewing their effectiveness. Procedures have been designed to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, ensure compliance of applicable laws, rules and regulations. The risk management and internal control 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 the Group's operational systems and in the achievement of the Group's business objectives.

Procedures have been set up for safeguarding assets against unauthorized use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. Qualified management of the Group maintains and monitors the risk management and internal control systems on an ongoing basis. The Board has conducted a review of the effectiveness of the risk management and internal control system of the Group and is satisfied that the Group has fully complied with the Code in respect of risk management and internal controls during the year ended 31 December 2021.

The procedures of the Group's risk management and internal control systems are as follows:

For risk management:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

For internal control:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.

- Risk Assessment: A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.

- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.

- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-today controls.

- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

Regarding the code provision on internal audit function which took effect in January 2016, the Company has internal audit function which has been revised and monitored by the Audit Committee as to its effectiveness during the Year.

The Company has its inside information policy and dissemination procedure has regularly reminded its Directors and employees about due compliance with all policies regarding the inside information. Pursuant to the relevant procedures, after an employee is aware of any information which may constitute an inside information, he/she should report to his/her department head or the management of the Group. Upon the Directors and management of the Group having confirmed such information is an inside information, they shall ensure such inside information be kept confidential until the disclosure of such information is appropriately approved, and the dissemination of such information should be efficiently and consistently made. The Company keeps its Directors and employees appraised of the latest regulatory updates in order to ensure the compliance with the regulatory requirements.

The principal risks and uncertainties for the Group can be found in the section entitled "Management Discussion and Analysis" and Note 3 to the consolidated financial statements in this annual report.

Company Secretary

The company secretary of the Company is Mr. Wu Hung Wai, whose biography details are set out in the section headed "Biographies of Directors and Senior Management" in this annual report.

Mr. Wu Hung Wai has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 December 2021.

Constitutional Documents

There had been no change in the constitutional documents of the Company during the year ended 31 December 2021.

Procedures by which Enquiries may be Put to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the company secretary of the Company by mail at Suite 3212, 32nd floor, Tower One, Times Square, no. 1 Matheson Street, Causeway Bay, Hong Kong. The company secretary of the Company is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions and inquiries, to the chief executive officer of the Company.

Procedures for Convening General Meetings by Shareholders

Pursuant to Article 64 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Extraordinary general meetings shall also be convened 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 of the Company by mail at Suite 3212, 32nd floor, Tower One, Times Square, no. 1 Matheson Street, Causeway Bay, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 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 (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 Putting Forward Proposals at Shareholders' Meeting

Shareholders are requested to follow Article 64 of the Articles of Association for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Procedures for convening general meetings by shareholders".

Pursuant to Article 113 of the Articles of Association, no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

REPORTING SCOPE, MATERIALITY AND PERIOD

This Environmental, Social and Governance ("ESG") report ("ESG Report") is prepared by the Company. This ESG Report is published in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in Appendix 27 to the Listing Rules and the "comply or explain" provisions contained therein. The reporting period of the information contained in this ESG Report is from 1 January 2021 to 31 December 2021 ("the Reporting Period").

Publication Cycle and Versions of and Access to the Report

This ESG Report is an annual report, which is available in both English and traditional Chinese. An electronic version of the Report can be downloaded from the website of the Stock Exchange as well as the official website of the Group (www.jiayaoholdings.com). In the event of any conflicts or inconsistencies between the English and Chinese versions, the English version shall prevail.

Contact Us

The Group welcomes and values opinions from every stakeholder. We promise to adopt their opinions as appropriate to promote sustainable development. Should you have any opinions regarding this ESG Report or ESG approach and performance of the Group, please contact us through email to jiayao@anli.com.hk.

Reporting Principle and Scope

This ESG Report covers our strategies, accomplishments and ongoing measures to enhance our ESG performance, while identifying ESG risks and challenges that induce significant impacts to our operations and are of the greatest interest or concern to stakeholders. In this regard, this ESG report contains qualitative and quantitative information about our approaches, initiatives and priorities in achieving our ESG objectives and managing relevant risks.

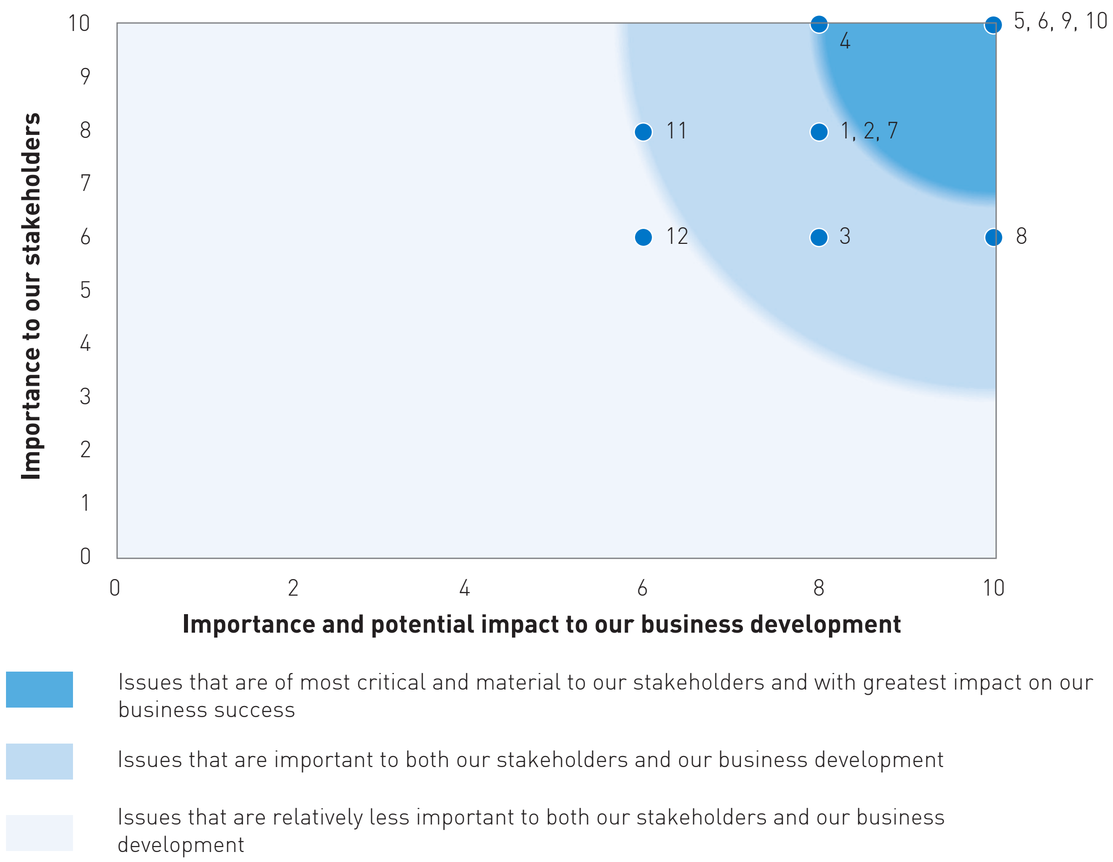
This qualitative and quantitative information covers mainly the Group's principal business operations of manufacture of paper cigarette and social product paper packages and manufacture of electronic cigarettes during the Reporting Period. These businesses are mainly operated in the Group's headquarters and production facility for cigarette packaging products in Hubei Province, the production facility and offices in Guangdong Province and Hong Kong office. This ESG Report was prepared by the management and employees of the Group. All information contained herein comes from official documents or statistical reports of the Group. This report has been reviewed and approved by the Board of Directors.

Regarding the corporate governance structure of the Group and other relevant information, please refer to the Corporate Governance Report on page 17 to 29 in this annual report.

Materiality Assessment

This ESG report serves as an important channel to communicate our ESG approaches with our stakeholders. Hence, we have conducted a materiality assessment which examines the importance of various issues to our stakeholders as well as the potential impact to our business development. The findings and results of the materiality assessment were set out below in the materiality matrix:

		Stakeholders	Company
1	Employee development	8	8
2	Reward to employee	8	8
3	Employee rights and equal opportunities	6	8
4	Occupational health and safety	10	8
5	Corporate governance	10	10
6	Product and service quality	10	10
7	Supply chain management	8	8
8	Financial performance	6	10
9	Customer privacy/intellectual property rights	10	10
10	Business ethics and anti-corruption	10	10
11	Environmental policy and impact	8	6
12	Community investment	6	6



Stakeholder Groups, Their Concerns and How We Engage with Them

We understand that stakeholder engagement plays a pivotal role to our continuous effort in improving our ESG standard. Therefore, we have built and maintained for our shareholders, customers, employees, suppliers, other stakeholders and all interested parties various communication channels. We also endeavour to provide our stakeholders with clear information about our approaches to business operation and ESG issues. These include, but are not limit to, statutory announcements, circulars, financial reports, shareholders' meetings, corporate websites and electronic correspondence.

Stakeholder groups	Key topics of interest	How we engage
Employees	Labour rights; Employee engagement; Promotion and development opportunities; Health and safety	Staff newsletter; Staff training; Staff appraisal and survey
Shareholders and investors	Financial performance; Corporate governance; Compliance and ESG performance	Results announcement and financial reports; Shareholders' meeting/investor meeting
Customers	Quality and pricing of services and products; Protection of data privacy and intellectual property	After-sales survey and follow-up communication; Promotional and marketing materials
Suppliers/business partners	Responsible supply chains; Business continuity and conduct; Product specifications and quality expectations	Supplier visits and meeting; Feedback on service and products
Governments and regulators	Governance; Relevant regulated information; Labour rights; Economic contributions; Environmental impact and compliance	Financial reports; Disclosure in accordance with relevant regulations
Non-government organisations and local communities	Environmental protection commitment; Community support and engagement	Meeting and call with relevant organisations

ENVIRONMENTAL ASPECTS

The Group understands and has always been aware of the increasing awareness of environmental protection from both the government and the customers and therefore pays close attention to ensure that operations comply with the environmental protection laws and regulations in the PRC. The Directors are also of the view that our production process does not generate hazardous wastes that will cause any significant adverse impact on the environment. The Group also endeavours to implement more cost-effective and environmentally friendly printing technology and to comply with the environmental protection laws and regulation. During the Reporting Period, the Group has complied with the relevant laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes that have a significant impact on the Company in all material respects.

Emission

During the Reporting Period, the Group has complied with relevant laws and regulations that have significant impacts on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. These laws and regulations include, but not limited to, the Environmental Protection Law of the People's Republic of China 《中華人民共和國環境保護法》, Law of the People's Republic of China on Prevention and Control of Pollution From Environmental Noise 《中華人民共和國環境噪聲污染防治法》, Law of the People's Republic of China on Appraising of Environment Impacts 《中華人民共和國環境影響評價法》, Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes 《中華人民共和國固體廢物污染環境防治法》 and Decision of the State Council on Several Issues Concerning Environmental Protection 《國務院關於環境保護若干問題的決定》.

Greenhouse Gas and Exhaust Gas Emissions

The Group has formulated a stringent production control system, with an aim to minimising direct and indirect greenhouse gas emissions and reducing energy consumption. The Group's ongoing initiatives include and are not limited to enhancing production and energy efficiency, upgrading production technology, adopting building design that provides better natural lighting, as well as stepping up reforestation efforts and so on. In addition, we pay close attention to the environmental risks along our supply chain as we attach the same importance to the production environment of our suppliers and business partners. Through ways such as daily communication and site visit, we gain a better understanding and assurance of their environmental control levels. Suitable arrangements are made for the delivery of raw materials from our suppliers and delivery of products to our customers, including optimising travelling routes and regular check of vehicles, so as to minimise exhaust gas emissions produced during the delivery process.

Sewage Discharge

With the wastewater and pollutant discharge permit for our operations in Hubei Province and Guangdong Province, the domestic and industrial wastewater produced during operation is allowed to be discharged to the municipal wastewater system after being treated through grease trap and septic tank. In manufacturing base, during the manufacturing procedures, a small amount of wastewater is produced after the cleaning of equipment. The wastewater is also treated in our wastewater treatment facilities before discharge. All these procedures meet the requirements stipulated by relevant national laws and regulations.

Waste Treatment

Our approach to minimising waste and waste to landfill associated with our business operations largely focused on reduction, reuse and recycle of waste from our products, packaging and production process through improving relevant manufacturing processes. Waste is classified by types. While we try to reuse paper and other reusable waste, scrap metal, toner cartridges and ink cartridges, large water bottles and other non-reusable waste are collected and handled by third-party qualified organisation, or are disposed of at area as designated by the property management office of the office premises. We regularly monitor our resource consumption level to avoid unnecessary wastage. Under reasonable circumstances, we will use raw materials that are more environmental-friendly and make products that are reusable or degradable, so that we are able to reduce wastes associated with our products. Our philosophy is to gradually put reusable value to ocean waste and landfill materials, and raise awareness of environmental protection and responsible disposal of waste, with a view to making contribution to waste reduction.

Performance indicator of emissions		2021 data
Greenhouse gas	Direct emission fuel consumption (ton)	3,102.0
	Indirect emssion electricity consumption (ton)	101.0
Emission	Total carbon dioxide emission (CO_2) (ton)	3,203
	Total nitric oxides NOx emission (ton)	3
	Total greenhouse gases emission per million RMB of goods sold (ton)	0.004
Hazardous waste	Solid and liquid hazardous from production and water treatment (ton)	239.5
	Total hazardous waste produced per million RMB of goods sold (ton)	0.3
Non-hazardous waste	Non-hazardous waste (ton) (office waste, paper, plastic not suitable for recycle, household waste from canteen and dormitories)	36
	Total non-hazardous waste produced per million RMB of goods sold (ton)	0.046

Use of Resources

In order to promote saving on utilisation of energy and resources in the factories and minimising the impact of the Group on the environmental and natural resources, the Group promotes various practices to staff are as follows:

Water resources control

(1) The Group is committed to the guarantee of water supply installation and maintenance, and to ensuring that water supply is at its optimal working condition. When leakage is discovered, it will be repaired timely; and

(2) The Group educates each employee to save water, and to encourage the reuse of water in order to reduce water consumption, so as to reduce sewage from the source.

Electricity control

(1) Lights and electronic appliances in living area or workplace must be turned off when not in use;

(2) The use of electricity in production must strictly comply with Electricity Law of the PRC to ensure normal production with adherence to the principles of power saving, safety first, high efficiency and low consumption;

(3) To ensure no unnecessary use of resources at production lines; and

(4) Every staff must turn off the power for each department's computers, photocopy machines, printers and facsimile machines when they are off duty or on leave.

Office consumables consumption management

(1) Other than formal documents materials that require the use of papers, each department is advised to handle documents electronically. When the use of paper is required, each paper must be printed double-sided. Single-sided printing is strictly prohibited (except for confidential documents); and

(2) No printing and photocopying of materials unrelated to work.

Energy consumption and use of resources		2021 data
Energy	Fuel and Gas (Mwh)	1,738,178
	Electricity (Mwh)	15,545.67
	Energy consumed per million RMB of goods sold (Mwh)	2,252.67
Water	In M^3 (Consumption by production, canteen and dormitory)	126,783
	Water consumed per million RMB of goods sold (M^3)	162.85
Paper	Total paper consumed by production (ton)	21,832.07
Packaging material	Packaging materials are mainly nylon tape and PP shrinkage film (ton)	130.6
	Packaging materials consumed per million RMB of goods sold (ton)	0.168

Raising Awareness

We believe that it is critical that our employees share the same values to protect our environment. Hence, we have stepped up our efforts in promoting environmental awareness among our employees. We often put up various notices to remind them of our environmental protection measures and provide updates and information about environmental issues and the Group's latest environmental initiatives. We have also codified and drawn up a set of safety and environmental protection manual for employees to heighten their awareness, and arranges relevant training and emergency drill regularly.

Climate Change

In 2021, climate change was overshadowed by the COVID-19 Outbreak and other political issues, but it did not become less relevant. We saw a greater need to protect ecosystems and biodiversity and recognise that climate change has emerged as one of the biggest threat facing our planet Earth. It creates major risks and potential impact on our community and operations. These risks include extreme weather events, which occur more frequently in recent years and are able to paralyse transportation and road systems, resulting supply shortage of water or other resources, and suspension or hindrance of our business operations. We also believe that the pressing importance of addressing climate change will prompt future changes in regulations, technological requirements and market responses to our operations. For instance, we expect new greenhouse gas emission limit, stricter laws to hold companies accountable for damaging environment, requirement to adopt renewable energy in the future. All of these imply financial and social impact to our business and wide-scale of changes in operational structure.

Therefore, we have a duty to helping the world better manage climate risk and improve resilience against it. We must reinforce our internal governance by reviewing our environmental policies from time to time, and minimise our environmental impacts throughout our value chain. In future, we will proactively explore the use of clean energy when feasible, and reduce our reliance on traditional fossil fuel, thereby lower our indirect greenhouse gas and exhaust gas emissions. We will maintain close communication with our suppliers and work together to develop contingency solutions for supply chain disruption or other relevant issues. We also keep a watchful eye on any changes in environmental regulations while acquiring new knowledge and technology.

Social Aspects

Employment Data	Unit	Quantity 2021	2020
Total employees	no. of people	**750**	550
By gender	percentage		
— Male		**64.2**	68.2
— Female		**35.8**	31.8
By employment type	percentage		
— Permanent		**76.4**	77.9
— Full-time contracted		**23.6**	22.1
By rank	percentage		
— Senior executives and executives		**15.3**	15.8
— Others		**84.7**	84.2
By age	percentage		
— 16–25		**11.2**	5.8
— 26–35		**36.0**	35.6
— 36–45		**41.2**	31.5
— 46 or above		**11.6**	27.1
By geographical region	percentage		
— Hubei Province		**72.1**	99.5
— Guangdong Province		**27.5**	–
— Hong Kong		**0.4**	0.5

People are our most important asset to a business. They enable us to achieve our goals and deliver for our customers. In times of great change and transformation under the threat of pandemic, the skills, diverse perspectives and experience of our employees are in particular crucial to innovation. Our people philosophy is about helping our employees to grow the right, necessary skills to deliver what our customers need, making sure that they feel valued in their role in our company, and equipping them with the mindsets and skills for their career development.

Recruitment and Remuneration Policies

The Group endeavours to provide a fair, safe and respectful workplace environment for our staff. The Group has formulated and strictly implemented a set of comprehensive human resources management system, which is in compliance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) 《僱傭條例》, the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong) 《最低工資條例》, the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) 《僱員補償條例》, the PRC Labour Law 《中華人民共和國勞動法》, the PRC Labour Contract Law 《中華人民共和國勞動合同法》 and other prevailing laws and regulations.

As regards staff recruitment, the Group, based on the principle of fairness and market condition for human resources, generally takes into account its business needs and candidates' experiences as main considerations. Except for special causes such as positions which are too physically demanding that we do not deem them the suitable roles for female employees and we want to avoid risks of occupational injuries, the Group does not decline to hire candidates or intends to dismiss any employees for their gender, family status or other unreasonable grounds.

The Group determines employees' starting salaries, welfare packages and their remuneration adjustments according to job nature, qualifications and performance as well as market conditions, with reference to his/her performance appraisal. We also encourage internal promotion to provide fair and sufficient opportunities for promotion and salary increment as the recognition and reward of the employee's performance.

The Group also pays social insurance and housing provident fund for its staff and provides commercial insurance and supplemental medical benefit, as well as offers employees with annual leave and determines working hours in accordance with the applicable laws and industrial practice of the region.

Equal opportunity, inclusion and diversity

We embrace diversity and inclusion. Given our business nature and geographical location of our operations, we do not encounter relevant issues and do not see potential risks that have a significant bearing to our business. However, we reiterate that we ensure that no specific requirements or conventions on gender, age and race are set for our recruitment and staff promotion process.

The Group also ensures that all employees share equal opportunities, and no employee will suffer from any discrimination or be deprived of any treatment due to gender, age, race, disability, marital and family status, sexual orientation or any other reasons. If employees encounter discrimination or mistreatment at work, the Group will pursue internal investigation and take rectifying measures.

Dismissal Policy

In situations where an employee violates the Group's regulations or consistently performs his or her duties below an acceptable level, or any serious misconduct, changes in the Group's human resources structure, our human resources department will follow a series of procedures to terminate his or her employment contract. Terms and conditions relating to dismissal are enumerated in employment contract and other employment policy manual and would be done according to the relevant labour laws and regulations.

Staff Communication

We care for our employees and believe that harmonious employment relationship is conducive to the stable development of the Company. We do our best to maintain open dialogue with them to have a better understanding of and track progress against their career goals. Staff is required to participate in the annual performance appraisal, thereby building a platform for employees to be clear about how they intend to achieve the career objectives and how their performance should be recognised.

During the Reporting Period, there was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

Occupational Health and Safety

The Group manages the hygiene and safety of its plants in accordance with the relevant laws and regulations of occupational health and safety. It also holds safe production and fire safety training on a regular basis, in order to raise the safety awareness of its employees. The Group provides its employees in the PRC with labor protection supplies such as gloves, masks and work uniforms, etc., so as to ensure the safety and health of the employees. Should the employees suffer from any illness or debilitating condition or are considered by the Group to be in need of health protection based on their health inspection results, the Group will limit their job duties, redesignate their post temporarily, applying treatment and other health care measures.

During the Reporting Period, we had not experienced any material or prolonged stoppages of production due to equipment failure and we had not experienced any severe accidents during our production process. We have also complied with all relevant laws and regulations that have significant impacts on the Group relating to the provision of a safe working environment and the protection of our employees from occupational hazards. The Group achieved zero work related fatality in each of the past three years including the reporting year. It was 7 days lost due to work injury during the Reporting Period.

Development and Training

Training statistics	Unit	Quantity 2021	2020
Total number of employees trained	no. of people	**728**	526
Trained employees as a percentage of total number of employees	percentage	**97.1**	95.6
Total training hours	no. of hours		
By gender			
— Male		**911**	799
— Female		**515**	388
Average training hours	no. of hours		
By gender			
— Male		**1.9**	2.2
— Female		**1.9**	2.3
Total training hours	no. of hours		
By position			
— Executives		**409**	265
— Others		**1,017**	922
Average training hours	no. of hours		
By position			
— Executives		**3.7**	3.2
— Others		**1.7**	2.1

Realising the potential of our most talented people is integral to our long-term success. We are committed to creating a culture where everyone is able to take control of their career development as we support our employees to develop their potentials and enhance their capabilities. We provide trainings or support our employees to join external trainings on production techniques, industry knowledge, regulatory requirements, operation management, and so on. We believe that, by continuing to invest in developing our staff, the Group is able to build a sustainable business with next generation of business leaders. These training programmes are connected with our employee development and reward policies, which are designed to develop, motivate, reward and retain high calibre employees to deliver business success. Although participating and completing our training programme does not automatically guarantee immediate career progression, we offer ample opportunities for promotion and a significantly enhanced role, given the continued growth of the Group.

Labour Standard

Our policy is to respect the dignity, wellbeing and human rights of our employees, the workers in our supply chain and the communities in which we operate. We believe acting ethically and responsibly is the right thing to do for our business. Child labour, forced labour and modern slavery are not acceptable in our company. This principle underpins our employment policy. The Group is in strict compliance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and Regulations on Labour Security Supervision issued by the State Council of the PRC, and takes reference to international labour standards in formulating internal guidance and labour system. All recruitment procedures and promotions are strictly supervised by the Group's human resources management system.

We have set guidelines detailing our position and what we consider as best practices, and strictly monitor all employees (including directors and all levels of staff) to eradicate all violations. Employees' rights are clearly described in employee manual and employment contracts as they are encouraged to speak out if they are exploited or forced to work unethically against their will. The Group will conduct investigations, punishment or dismissal of employees who violate our policy. If necessary, the Group will further improve the labour mechanism against illegal behaviours.

We also work closely with our suppliers and business partners to avoid any practices that might contravene human rights. These malpractices include involuntary relocation of local communities, inappropriate use of force, providing unfair remuneration and so on.

In addition, the Group is committed to protecting its staff from any humiliation, intimidation, threatening and harassment and bullying in any other forms at workplace. In case of violation, the Group will promptly conduct investigation, as well as dismiss and punish employees in breach of such policy, whilst improving its labour system to address the issues. During the Reporting Period, there was no incident of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to child and forced labour.

The Group strictly complies with Prohibition of Child Labour Provisions《禁止使用童工規定》of the People's Republic of China and other laws and regulations on labour standards. Background check was conducted for every new employee during the recruitment process to ensure compliance with laws and regulations in Mainland China and Hong Kong. During the Reporting Period, there are no major violations of laws and regulations in relation to child labour and forced labour.

During the Reporting Period, there were no violations of child labor and forced labor. If such a violation is found, we will immediately organize human resources to verify it, properly handle the relevant personnel, and strictly prevent the recurrence of this situation.

Supply Chain Management

We want to ensure that sustainability is an integral part of our sourcing and procurement activities. We aim to make a positive social, environmental and ethical impact through our procurement practices. That idea extends to the products and services we purchase, contractual agreements that we enter into, and business partners that we work with. We strive to ensure minimum standards, such as acceptable labour conditions, compliance with environmental laws, and transparency related to health and safety, and data security.

We choose suppliers based on their business records, products and services quality, cost, after-sale services and transportation and other factors. We periodically invite suppliers to provide us samples for pre-assessment and our procurement department maintains a list of qualified suppliers which have passed our internal assessment as potential suppliers for future purchases.

For the purpose of selecting a supplier for procurement of raw materials, we typically invite our pre-assessed suppliers to participate in a fair, just and open tendering procedure and we assess the tenders based on their quality, price and our purchasing history. Once a supplier is selected after the close of a tender, we typically enter into a fair and reasonable supply contract with the supplier to avoid any exploitation before placing orders to procure the raw materials we require. In addition, provisions for environmental protection are incorporated into certain contracts, requesting contractors and/or suppliers to strictly observe the requirements of environmental protection. In addition to assessing our suppliers on environmental performances, we also closely monitor the quality, cost, service and delivery of their products, as well as their commitments to high moral standards, when performing their contractual obligations. In case our suppliers fail to comply with any applicable laws and regulations or are unable to fulfill their contractual obligations, we will replace them and take legal actions for any related losses when necessary. The major suppliers of the Group are as follows: 1 supplier at Fujian, 104 suppliers at Guangdong, 3 suppliers at Jiangxi, 1 supplier at Heilongjiang, 31 suppliers at Hubei, 1 supplier at Hunan, 3 suppliers at Jiangsu, 3 suppliers at Shandong, 1 supplier at Shanxi, 7 suppliers at Shanghai, 1 supplier at Sichuan, 6 suppliers at Yunnan, 9 suppliers at Zhejiang and 1 supplier at Chongqing.

Product Social Responsibility

The products delivered by the Company are all formulated with internal control standards in line with national standards. All production operators need to undergo technical training, so that the operators can master the technical requirements of the process and operate only after they are qualified. The Group was engaged in regulated operations in strict compliance with ISO9000 quality system standards. The total products sold or shipped do not require to be recalled for safety and health reasons during the Reporting Period.

The Group have a production quality verification process. Once a complaint is received, the Group should organize manpower to investigate the situation immediately, and the responsible staff should go to the site in the first time and assign someone to implement the investigation records, actively communicate and coordinate with the parties concerned to solve the problem, and take the corresponding measures. The Group had no complaint regarding its products during the Reporting Period.

Products quality should be monitored in the whole process of production, with ensuring real-time quality monitoring, raw materials, processing products, finished products should also be inspected in strict accordance with company's inspection procedures. The sale department is responsible for investigating and handling customer complaints regarding after-sale services and product delivery and giving feedback on the rectification measures. Products that have been approved to be returned are temporarily placed in a designated area, marked and isolated by the production workshop, which will notify the quality management department for re-inspection.

Privacy and Intellectual Property Policies

We fully understand the importance of intellectual property rights. Our core production technology and critical production processes are crucial to our continued success and development. Any infringement of our intellectual rights may seriously affect our business and reputation. Therefore, we aspire to protect our patents, brand, trademark and other intellectual property rights and eradicate all infringement of our intellectual property rights. We also ensure that our business operation processes are in compliance with the Trademark Law of the PRC《中華人民共和國商標法》, the Implementation Rules of the PRC Patent Law《中華人民共和國商標法實施條例》, the Contract Law of the PRC《中華人民共和國合同法》, the Intellectual Property Law of the PRC《中華人民共和國知識產權法》, the Anti-unfair Competition Law《反不正當競爭法》and other relevant laws, administrative regulations, national standards and industrial standards.

We have a privacy policy, pursuant to which all personal and corporate data must be collected in compliance with all relevant privacy laws. We requested our staff to protect our customers' privacy and handle all commercially sensitive or confidential information in strict confidence. When cooperating with other companies, the Group enters into corresponding confidentiality agreements, whereby collection, use, storage and deletion of data including third-party patent technology are regulated, while the scope within which such confidential information can be informed of is delimited, in order to prevent any misuse or leaks.

Anti-corruption

In the staff handbook, one of the most important rules that the Group requires all members of staff to observe is that they must maintain honesty, refuse corruption, refuse to accept kickbacks, and they must not misappropriate the Group's funds and properties, must not abuse power for own interests, and that all gifts received must be handed to the Company. Employees could whistle-blow to the supervisor for the suspected bribery, extortion, fraud and money laundering issues. Once discovered, it will be reported to police for prosecution. The Group provided anti-corruption training for directors and staff every year. There was no any legal case regarding corrupt practices brought against the Group or its employees during the year ended 31 December 2021. During the Reporting Period, the Group has complied with the relevant laws and regulations that have a significant impact on the Company relating to bribery, extortion, fraud and money laundering in all material respects.

Community Involvement

We seek to create and contribute to social value in the communities through bringing positive social and economic benefits that are generated by our core business. We aspire to build meaningful long-term relationships with the communities where we operate in. When we can, we employ local people and purchase local goods and services through our supply chains. Besides, the Group actively explores options in coordinating charitable activities and collaborating with other organisations in different areas, such as education, culture, poverty relief, and so on. We aim to demonstrate positive influence of corporate values by raising employees' awareness of caring for the community and mutual help.

During the year, the Group actively communicated with different institutions in the community where it located, understands their situation, organises and participates in various community activities. We will take their view into consideration when planning for our business operations. We also encourage our staff to actively participate in community activities and promote the relationship between our employees and community.

The Directors are pleased to present to the Shareholders this annual report and the audited consolidated financial statements for the year ended 31 December 2021 (the "Year").

Principal Activities

The principal business activity of the Company is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in Note 11 to the consolidated financial statements in this annual report.

Results

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 64 of this annual report.

Final Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (for the year ended 31 December 2020: nil).

Closure of Register of Members

The annual general meeting is scheduled to be held on Friday, 24 June 2022.

For the purpose of determining shareholders who are entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive. In order to qualify for the right to attend and vote at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 20 June 2022.

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the Year is as follows:

	Percentage of the Group's total	
	sales	**purchases**
The largest customer	21.5%	
Five largest customers in aggregate	69.0%	
The largest supplier		22.4%
Five largest suppliers in aggregate		55.4%

None of the Directors, their close associates or any Shareholders to the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's shares) had any interests in the Group's five largest customers or suppliers.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in Note 14 to the consolidated financial statements in this annual report.

Bank Borrowings

Details of bank borrowings of the Group as at 31 December 2021 are set out in Note 26 to the consolidated financial statements in this annual report.

Summary Financial Information

A summary of the published results and assets, liabilities of the Group for the last five financial years, as extracted from the audited financial statements in this annual report and the prospectus, is set out on page 118. This summary does not form part of the consolidated financial statements in this annual report.

Share Capital

Details of the Company's share capital for the Year are set out in Note 21 to the consolidated financial statements in this annual report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles of Association or the laws of Cayman Islands.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company on the Stock Exchange or any other stock exchange, by private arrangement or by general offer throughout the year ended 31 December 2021.

Reserves

Movements in the reserves are set out in Note 22 and Note 23 to the consolidated financial statements in this annual report.

Connected and Related Parties Transactions

Continuing Connected Transactions

The independent non-executive Directors have reviewed the continuing connected transactions set out below, which were disclosed in compliance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), and have confirmed that these continuing connected transactions were entered into:

(i) in the ordinary and usual course of business of the Group;

(ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and

(iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

PricewaterhouseCoopers, the Company's independent auditor, was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. PricewaterhouseCoopers has issued its unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed below by the Group in accordance with relevant clauses of Rule 14A.56 of the Listing Rules. Among which, the auditor confirmed that there is nothing that has come to its attention that the continuing connected transaction: (1) have not been approved by the Board, (2) (where such transactions involve provision of goods or services by the Group) were not, in all material respects, in accordance with the pricing policies of the Group, (3) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions, and (4) have exceeded their respective annual caps.

(A) Sale of paper cigarette packages or provision of processing services by the Group to connected persons

During the Year, the Group sold paper cigarette packages or provided paper cigarette packages processing services to major Provincial Tobacco Industrial Companies and non-provincial companies under China Tobacco Industry Development Center and their respective branches, factories and other entities in which they respectively have 30% or more interest. A list of the Group's customers comprising state-owned provincial tobacco companies or enterprises related to China National Tobacco Corporation ("CNTC") (the "State-owned Tobacco Companies Customer(s)") is set out below:

(1) China Tobacco Hubei Industrial Co., Ltd. ("China Tobacco Hubei");

(2) Heilongjiang Tobacco Industrial Co., Ltd. ("Heilongjiang Tobacco Industrial");

(3) China Tobacco Sichuan Industrial Co., Ltd. ("China Tobacco Sichuan");

(4) China Tobacco Shaanxi Industrial Co., Ltd. ("China Tobacco Shaanxi");

(5) Yunnan Tobacco Materials (Group) Company Limited ("Yunnan Tobacco Materials");

(6) China Tobacco Shandong Industrial Co., Ltd. ("China Tobacco Shandong");

(7) China Tobacco Henan Industrial Co., Ltd. ("China Tobacco Henan");

(8) Wuhan Hong Zhicai Packaging Printing Company Limited ("Wuhan Hong Zhicai");

(9) China Tobacco Guizhou Industrial Co., Ltd. ("China Tobacco Guizhou");

(10) Wuhan Hongjinlong Printing Company Limited ("Wuhan Hongjinlong");

(11) Inner Mongolia Kunming Cigarettes Co., Ltd. ("Inner Mongolia Kunming Cigarettes");

(12) China Tobacco Hunan Industrial Co., Ltd. ("China Tobacco Hunan");

(13) Xiamen Tobacco Industrial Co., Ltd. ("Xiamen Tobacco");

(14) China Tobacco Chongqing Industrial Co., Ltd. ("China Tobacco Chongqing");

(15) Longyan Tobacco Industrial Co., Ltd. ("Longyan Tobacco");

(16) Shanxi Kunming Tobacco Co., Ltd. ("Shanxi Kunming Tobacco");

(17) China Tobacco Jiangsu Industrial Co., Ltd. ("China Tobacco Jiangsu");

(18) China Tobacco Jilin Industrial Co., Ltd. ("China Tobacco Jilin");

(19) China Tobacco Jiangxi Industrial Co., Ltd. ("China Tobacco Jiangxi");

(20) Hainan Hongta Tobacco Company Limited ("Hainan Tobacco"); and

(21) China Tobacco Hebei Industrial Co., Ltd. ("China Tobacco Hebei")

As of 31 December 2021:

(a) Hubei Golden Three Gorges was a company established in the PRC with limited liability and was indirectly owned as to 82.86% by the Company and 17.14% by Hubei Three Gorges Tobacco Co., Ltd. ("Hubei Three Gorges"). Hubei Golden Three Gorges was principally engaged in the design, printing and sales of paper cigarette packages and, to a lesser extent, social product paper packages, in the PRC.

(b) China Tobacco Hubei held approximately 17.14% equity interest in Hubei Golden Three Gorges, which was a subsidiary of the Company. Hence, China Tobacco Hubei was a connected person of the Company. China Tobacco Hubei was a wholly-owned subsidiary of CNTC. Hence, CNTC was an associate of China Tobacco Hubei under Rule 14A.13 of the Listing Rules, and accordingly a connected person of the Company. China Tobacco Hubei was principally engaged in the production and sale of tobacco products.

(c) To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the State Council of the People's Republic of China ("State Council") held 100% equity interest in CNTC. All of the State-owned Tobacco Companies Customers were direct or indirect wholly-owned subsidiaries of CNTC. Hence, on a strict interpretation of Rules 1.01 and 14A.06(2) of the Listing Rules, each of the State-owned Tobacco Companies Customers was an associate of CNTC and hence a connected person of the Company. Accordingly, transactions between the Group and each of the State-owned Tobacco Companies Customers would, on a strict interpretation of the Listing Rules, constitute connected transactions of the Company.

(d) CNTC held 100% equity interest in China Tobacco Hubei, which indirectly held 34% equity interest in Yellow Crane Tower Science Park Group Co., Ltd.* (黃鶴樓科技園(集團)有限公司) (the "Yellow Crane Tower"). 武漢市東西湖區人民政府國有資產監督管理局 (State-owned Assets Supervision and Administration Bureau of Dongxihu district, Wuhan*) directly held 51% equity interest in Yellow Crane Tower. 湖北省煙草專賣局 (Hubei Tobacco Monopoly Administration) and 湖北省煙草公司 (Hubei Tobacco Company limited*) together indirectly controlled 15% equity interest in Yellow Crane Tower and 4% equity interest in Wuhan Hongjinlong. Yellow Crane Tower held 100% equity interest in Wuhan Hong Zhicai and 96% equity interest in Wuhan Hongjinlong. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, 湖北省煙草專賣局 (Hubei Tobacco Monopoly Administration) and 湖北省煙草公司 (Hubei Tobacco Company Limited*) were state-owned entities. CNTC was wholly owned by the State Council. For details, please refer to the announcement of the Company dated 21 January 2021.

A table summarizing the details of the transactions during the year ended 31 December 2021 as below:

	Customer Name	Aggregate amount of the transaction during the year ended 31 December 2021 RMB (approximately)	Relevant annual cap for the year ended 31 December 2021 RMB (approximately)	Date of announcement	Terms of the agreement(s) for the transaction
1.	Sale of product from the Group to China Tobacco Guizhou	10,258,000	36,253,000	30 December 2020	From 1 January 2021 to 31 December 2021
2.	Sale of product from the Group to Hainan Tobacco	20,110,000	20,228,000	30 December 2020	From 1 January 2021 to 31 December 2021
3.	Sale of product from the Group to China Tobacco Henan	57,422,000	80,825,000	30 December 2020	From 1 January 2021 to 31 December 2021
4.	Sale of product from the Group to Heilongjiang Tobacco Industrial	54,508,000	66,400,000	30 December 2020	From 1 January 2021 to 31 December 2021
5.	Sale of product from the Group to China Tobacco Hubei	44,607,000	86,702,000	30 December 2020	From 1 January 2021 to 31 December 2021
6.	Sale of product from the Group to China Tobacco Hunan	31,824,000	64,022,000	30 December 2020	From 1 January 2021 to 31 December 2021
7.	Sale of product from the Group to China Tobacco Jilin	5,472,000	6,841,000	30 December 2020	From 1 January 2021 to 31 December 2021
8.	Sale of product from the Group to China Tobacco Jiangsu	442,000	38,258,000	30 December 2020	From 1 January 2021 to 31 December 2021
9.	Sale of product from the Group to China Tobacco Jiangxi	279,000	315,000	30 December 2020	From 1 January 2021 to 31 December 2021
10.	Sale of product from the Group to Inner Mongolia Kunming Cigarettes	–	8,826,000	30 December 2020	From 1 January 2021 to 31 December 2021

* *for identification purpose only*

	Customer Name	Aggregate amount of the transaction during the year ended 31 December 2021 RMB (approximately)	Relevant annual cap for the year ended 31 December 2021 RMB (approximately)	Date of announcement	Terms of the agreement(s) for the transaction
11.	Sale of product from the Group to Xiamen Tobacco	1,741,000	15,010,000	30 December 2020	From 1 January 2021 to 31 December 2021
12.	Sale of product from the Group to China Tobacco Shandong	329,000	2,740,000	30 December 2020	From 1 January 2021 to 31 December 2021
13.	Sale of product from the Group to Shanxi Kunming Tobacco	2,394,000	2,707,000	30 December 2020	From 1 January 2021 to 31 December 2021
14.	Sale of product from the Group to China Tobacco Shaanxi	5,019,000	80,083,000	30 December 2020	From 1 January 2021 to 31 December 2021
15.	Sale of product from the Group to China Tobacco Sichuan	3,831,000	15,007,000	30 December 2020	From 1 January 2021 to 31 December 2021
16.	Provision of processing services by the Group to Wuhan Hong Zhicai	21,793,000	70,000,000	30 December 2020	From 1 January 2021 to 31 December 2021
17.	Provision of processing services by the Group to Wuhan Hongjinlong	6,457,000	70,000,000	30 December 2020	From 1 January 2021 to 31 December 2021
18.	Sale of product from the Group to Yunnan Tobacco Materials	88,892,000	155,113,000	30 December 2020	From 1 January 2021 to 31 December 2021
19.	Sale of product from the Group to China Tobacco Chongqing	2,531,000	6,893,000	30 December 2020	From 1 January 2021 to 31 December 2021
20.	Sale of product from the Group to China Tobacco Guizhou	20,818,000	33,286,000	24 June 2021	From 24 June 2021 to 31 December 2021
21.	Sale of product from the Group to Hainan Tobacco	3,481,000	4,221,000	24 June 2021	From 24 June 2021 to 31 December 2021
22.	Sale of product from the Group to China Tobacco Hebei	829,000	3,490,000	24 June 2021	From 24 June 2021 to 31 December 2021
23.	Sale of product from the Group to China Tobacco Henan	53,551,000	60,000,000	24 June 2021	From 24 June 2021 to 31 December 2021
24.	Sale of product from the Group to Heilongjiang Tobacco Industrial	17,226,000	27,372,000	24 June 2021	From 24 June 2021 to 31 December 2021
25.	Sale of product from the Group to China Tobacco Hubei	26,884,000	35,000,000	24 June 2021	From 24 June 2021 to 31 December 2021

	Customer Name	Aggregate amount of the transaction during the year ended 31 December 2021 RMB (approximately)	Relevant annual cap for the year ended 31 December 2021 RMB (approximately)	Date of announcement	Terms of the agreement(s) for the transaction
26.	Sale of product from the Group to China Tobacco Hunan	37,946,000	70,000,000	24 June 2021	From 24 June 2021 to 31 December 2021
27.	Sale of product from the Group to China Tobacco Jiangsu	1,212,000	3,034,000	24 June 2021	From 24 June 2021 to 31 December 2021
28.	Sale of product from the Group to Longyan Tobacco	2,335,000	7,521,000	24 June 2021	From 24 June 2021 to 31 December 2021
29.	Sale of product from the Group to Xiamen Tobacco	1,697,000	4,644,000	24 June 2021	From 24 June 2021 to 31 December 2021
30.	Sale of product from the Group to Shanxi Kunming Tobacco	776,000	1,787,000	24 June 2021	From 24 June 2021 to 31 December 2021
31.	Sale of product from the Group to China Tobacco Shaanxi	49,960,000	98,439,000	24 June 2021	From 24 June 2021 to 31 December 2021
32.	Sale of product from the Group to China Tobacco Sichuan	8,885,000	10,000,000	24 June 2021	From 24 June 2021 to 31 December 2021
33.	Sale of product from the Group to Yunnan Tobacco Materials	51,602,000	204,194,000	24 June 2021	From 24 June 2021 to 31 December 2021
34.	Sale of product from the Group to Hainan Tobacco	1,368,000	4,940,000	8 December 2021	From 8 December 2021 to 31 December 2021
35.	Sale of product from the Group to China Tobacco Henan	1,112,000	13,585,000	8 December 2021	From 8 December 2021 to 31 December 2021
36.	Sale of product from the Group to Heilongjiang Tobacco Industrial	1,621,000	11,358,000	8 December 2021	From 8 December 2021 to 31 December 2021
37.	Sale of product from the Group to Longyan Tobacco	3,110,000	7,521,000	8 December 2021	From 8 December 2021 to 31 December 2021
38.	Sale of product from the Group to Shanxi Kunming Tobacco	12,026,000	12,175,000	8 December 2021	From 8 December 2021 to 31 December 2021
39.	Sale of product from the Group to Yunnan Tobacco Materials	7,311,000	16,547,000	8 December 2021	From 8 December 2021 to 31 December 2021
40.	Sale of product from the Group to China Tobacco Chongqing	8,044,000	16,894,000	8 December 2021	From 8 December 2021 to 31 December 2021

The selling prices of paper cigarette packages are fixed under the agreements with the relevant State-owned Tobacco Companies Customers (which are, in general, within or determined with reference to, the price ranges specified in the relevant tender documents and for new products are determined with reference to the prices offered by the Group, which are in turn determined with reference to, inter alia, its costs of production).

(B) Purchase of paper by the Group from connected persons

The following are the suppliers of the Group which are our connected persons and the transactions with during the year ended 31 December 2021:

1. Zhuhai Huafeng Paper Company Limited (珠海華豐紙業有限公司) ("Zhuhai Huafeng"); and

2. Zhuhai Hongta Ren Heng Packages Holdings Co., Ltd. (珠海紅塔仁恒包裝股份有限公司) ("Hongta Ren Heng").

One of the State-owned Tobacco Companies Customers, China Tobacco Yunnan, designated two suppliers to supply paper to the Group as its cigarette package manufacturer:

(1) the Group entered into a paper purchase contract with Zhuhai Huafeng dated 30 December 2020 for the supply of paper for a sub-brand of China Tobacco Yunnan in which the purchase by the Group was not be more than RMB4,500,000 for the year ended 31 December 2021. Hongta Tobacco (Group) Co., Ltd. ("Hongta Group") being a wholly-owned subsidiary of China Tobacco Yunnan, owns approximately 32.5% interest in Zhuhai Huafeng. Hence, Zhuhai Huafeng is a connected person of the Company under the Listing Rules. The selling prices of paper are fixed under the paper purchase contract.

(2) the Group entered into a paper purchase contract with Hongta Ren Heng dated 30 December 2020 for the supply of paper for a sub-brand of China Tobacco Yunnan in which the purchase by the Group was not be more than RMB7,000,000 for the year ended 31 December 2021. Hongta Group, being a wholly-owned subsidiary of China Tobacco Yunnan, owns approximately 32.5% interest in Hongta Ren Heng. Hence, Hongta Ren Heng is a connected person of the Company under the Listing Rules. The selling prices of paper are fixed under the paper purchase contract.

As of 31 December 2021:

(a) To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Zhuhai Huafeng was a wholly owned subsidiary of Hongta Ren Heng Packaging. State Council of the People's Republic of China ("State Council") held 100% equity interest in CNTC. CNTC held 100% equity interest in China Tobacco Yunnan, which indirectly held 32.5% shareholding in Hongta Ren Heng Packaging. The State Council indirectly controlled another 41.97% shareholding in Hongta Ren Heng Packaging through a separate line of entities, resulting in the State Council indirectly controlling an aggregate of 74.47% shareholding in Hongta Ren Heng Packaging. Therefore, each of Zhuhai Huafeng and Hongta Ren Heng Packaging was a connected person of the Company. Zhuhai Huafeng and Hongta Ren Heng Packaging were principally engaged in the production and sale of paper.

(b) The shareholding structure of Hongta Ren Heng Packaging and Zhuhai Huafeng were extremely complicated. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, one foreign entity known as Yanlord Industries Pte Ltd. held 13.93% shareholding in Hongta Ren Heng Packaging and another foreign entity known as Dragon State International Limited held 11.60% shareholding in Hongta Ren Heng Packaging. Since no information is available as to the incorporation place of these two foreign entities, the Company was unable to provide further meaningful information to the shareholders. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, such other ultimate beneficial owners were not connected persons (as defined under the Listing Rules) of the Group. For details, please refer to the announcement of the Company dated 21 January 2021.

A table summarizing the details of the transactions during the year ended 31 December 2021 is below:

		Aggregate amount of the transaction during the year ended 31 December 2021 RMB (approximately)	Relevant annual cap for the year ended 31 December 2021 RMB (approximately)	Date of announcement
(1)	Purchase of paper from Zhuhai Huafeng	–	4,500,000	30 December 2020
(2)	Purchase of paper from Hongta Ren Heng	583,000	7,000,000	30 December 2020

(C) Compensation of Key Management personnel

The transactions under the compensation of key management personnel in Note 33 were provided under the service contracts of relevant management and thus were all fully exempted pursuant to Chapter 14A of the Listing Rules.

The material related party transactions are set out in Note 32 to the consolidated financial statements in this annual report.

Save as disclosed above in this report, there were no other material transactions which would constitute connected transactions or continuing connected transactions between the Group and its connected persons (as defined under the Listing Rules) which are not fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules during the year ended 31 December 2021. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the year ended 31 December 2021.

Directors

As at the date of this annual report, the Directors are:

Executive Director

Mr. Yang Yoong An

Non-executive Directors

Mr. Feng Bin
Mr. Yang Fan

Independent non-executive Directors

Mr. Zeng Shiquan
Mr. Gong Jinjun
Mr. Wang Ping

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Directors' Service Agreements

The executive Director has entered into a service agreement with the Company for a term of three years commencing from 18 February 2022, subject to the termination provision therein. The executive Director or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

Each of the non-executive Directors has entered into a service agreement with the Company for a term of three years commencing from 18 February 2022, subject to the termination provision therein. Each of the non-executive Directors or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

Each of the independent non-executive Directors has renewed the service agreement with the Company as an independent non-executive Director for a term commencing from 11 June 2021 and ending on the conclusion of the 2021 annual general meeting of the Company to be held in 2022. Each of the independent non-executive Directors or the Company may terminate the appointment by giving the other party not less than two months' prior notice in writing.

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

Biographies of Directors and Other Senior Management

The biographical details of Directors and other senior management are disclosed in the section headed "Biographies of Directors and Senior Management" on pages 13 to 16 of this annual report.

Emolument Policies and Directors' Remuneration

The Directors' remuneration is subjected to shareholders' approval at general meetings with reference to the recommendation of the Group's Remuneration Committee. The Group's emolument policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to its employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration packages of the Group's executive Directors is to enable the Group to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives achieved.

None of the Director waived his/her emoluments nor has agreed to waive his/her emoluments for the year ended 31 December 2021.

Directors' Interests in Contracts

There was no transaction, arrangement or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest (either directly or indirectly) subsisted as at 31 December 2021 or at any time during the year ended 31 December 2021.

Controlling Shareholders' Interests in Contracts

No transaction, arrangement or contract of significance has been entered into between the Company or any of its subsidiaries and the controlling Shareholders or any of their subsidiaries at any time during the year ended 31 December 2021.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2021.

Permitted Indemnity Provisions

Pursuant to the Articles of Association, the Directors, managing Directors, alternate directors, the auditor, secretary and other officers for the time being of the Company shall be indemnified and secured harmless out of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or about the execution of their duty in their offices or in relation thereto. Such provisions were in force during the year ended 31 December 2021 and as of the date of this report.

Retirement Benefits Schemes

The Group participates in a state-managed retirement scheme operated by the PRC government which covers the Group's eligible employees in the PRC and a defined contribution Mandatory Provident Fund Scheme for the employee in Hong Kong.

Distributable Reserves

Pursuant to the relevant rules of the Cayman Islands, the Company's distributable reserves as at 31 December 2021 amounted to approximately RMB25.2 million (as at 31 December 2020: approximately RMB25.2 million).

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any of the Associated Corporations

As at 31 December 2021, the interests and short positions of the Directors or 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 Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules on the Stock Exchange, notified to the Company and the Stock Exchange were as follows:

(i) Long positions in the shares of the Company

Name	Capacity/Nature of interest	No. of ordinary shares held	Percentage of interest *(Note 3)*
Mr. Yang Yoong An ("Mr. Yang")	Interest of a controlled corporation *(Note 1)*	209,362,000	69.79%
Mr. Feng Bin ("Mr. Feng")	Interest of a controlled corporation *(Note 2)*	15,638,000	5.21%

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

Name	Name of associated corporation	Capacity/ Nature of interest	No. of ordinary shares held	Percentage of interest
Mr. Yang	Spearhead Leader Limited	Beneficial owner	1	100%

Notes:

1. Mr. Yang beneficially owns the entire issued share capital of Spearhead Leader Limited. Therefore, Mr. Yang is deemed, or taken to be, interested in 209,362,000 shares of the Company held by Spearhead Leader Limited for the purpose of the SFO. Mr. Yang is the sole director of Spearhead Leader Limited.

2. Mr. Feng beneficially owns the entire issued share capital of Star Glide Limited. Therefore, Mr. Feng is deemed, or taken to be, interested in 15,638,000 Shares held by Star Glide Limited for the purpose of the SFO. Mr. Feng is the sole director of Star Glide Limited.

3. Calculated on the basis of 300,000,000 shares of the Company in issue as at 31 December 2021.

Interests of Substantial Shareholders in Shares and Underlying Shares of the Company

So far as is known to the Directors, as at 31 December 2021, the following persons (not being a Director or chief executive of the Company) had interests or short positions in shares or underlying shares of the Company which fell to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in the shares of the Company

Name of shareholders	Capacity/Nature of interest	No. of ordinary shares held/ interested	Percentage of shareholding *(Note 3)*
Spearhead Leader Limited	Beneficial owner	209,362,000	69.79%
Star Glide Limited	Beneficial owner	15,638,000	5.21%
Ms. Cai Yaohui ("Ms. Cai")	Interest of spouse *(Note 1)*	209,362,000	69.79%
Ms. Zhao Yi ("Ms. Zhao")	Interest of spouse *(Note 2)*	15,638,000	5.21%

Notes:

1. Ms. Cai is the spouse of Mr. Yang. Accordingly Ms. Cai is deemed, or taken to be, interested in all shares of the Company in which Mr. Yang is interested in for the purpose of the SFO.

2. Ms. Zhao is the spouse of Mr. Feng. Accordingly Ms. Zhao is deemed, or taken to be, interested in all shares of the Company in which Mr. Feng is interested in for the purpose of the SFO.

3. Calculated on the basis of 300,000,000 shares of the Company in issue as at 31 December 2021.

Save as disclosed above, as at 31 December 2021, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which fell to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") pursuant to a shareholders' resolution passed on 6 June 2014. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group. The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 30,000,000 shares, being 10% of the shares of the Company in issue as at the date of this annual report, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders, independent non-executive Directors, or any of their respective associates (including a discretionary trust whose discretionary objects include a substantial shareholders, independent non-executive Directors, or any of their respective associates) in any 12-month period in excess of 0.1% of the Company's issued share capital in aggregate or with an aggregate value in excess of HKD5,000,000 must be also approved by the Company's shareholders.

The subscription price of share in respect of options granted under the Share Option Scheme shall be solely determined is determinable by the Board, but may not be less than the higher of (i) the Stock Exchange's closing price of the Company's shares on the date of the grant of the share options which must be a business day; (ii) the average Stock Exchange's closing price of the Company's shares for the five business days immediately preceding the date of the grant; and (iii) the nominal value of a share of the Company.

The Share Option Scheme will remain in force for a period of ten years commencing on the date on the adoption date (i.e. 6 June 2014) and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting. An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HKD1. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

No options were granted, exercised, cancelled or lapsed and there were no outstanding options under the Share Option Scheme from the date of its adoption to the date of this annual report. A summary of the principal terms and conditions of the Share Option Scheme is set out in Appendix V to the prospectus of the Company dated 17 June 2014.

Competing Business and Conflicts of Interests

None of the Directors is engaged in any business which competes or is likely to compete with the business of the Group, and none of them has any other conflicts of interests with the Group.

Corporate Governance
Our Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company has complied with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules for the year ended 31 December 2021.

Environmental Policies and Performance
As a responsible corporation, the Group strives to ensure minimal environmental impacts by carefully managing our energy consumption, water usage and waste production. At office level, the Company has implemented green initiatives and encourage staff to attend related training. For further details, please refer to the environmental, social and governance report of this annual report.

Compliance with laws and regulations
The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Group has been allocating staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working with relevant authorities effectively through effective communications. To the best of knowledge of the management, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group during the year ended 31 December 2021.

Audit Committee
The Company has an Audit Committee with terms of reference aligned with the provision of the Code as set out in Appendix 14 to the Listing Rules for the purpose of reviewing and providing supervision on the financial reporting process and internal controls of the Group. The Audit Committee consists of three independent non-executive Directors, namely Mr. Wang Ping (as Chairman), Mr. Zeng Shiquan and Mr. Gong Jinjun. This annual report and the financial results for the year ended 31 December 2021 have been reviewed by the Audit Committee.

Business Review
Further discussion and analysis of the business of the Company, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the business of the Group, can be found in the section headed "Management Discussion and Analysis" as set out on pages 6 to 12 of this annual report. These discussions form part of this Directors' Report.

Charitable Donations
No charitable donations was made by the Group during the year ended 31 December 2021 (2020: nil).

Confirmation of Independence
The Company has received from the independent non-executive Directors confirmations of independence (including an annual confirmation from each of the independent non-executive Directors) pursuant to Rule 3.13 of the Listing Rules and considers that all the independent non-executive Directors are independent of the Company under the Listing Rules.

Auditor

PricewaterhouseCoopers have been appointed as auditor of the Company for the year ended 31 December 2021.

PricewaterhouseCoopers will retire at the forthcoming annual general meeting.

A resolution will be proposed to the forthcoming annual general meeting to re-appoint PricewaterhouseCoopers as auditor of the Company.

On behalf of the Board

Yang Yoong An
Chairman
Hong Kong, 29 March 2022

pwc

羅兵咸永道

To the Shareholders of Jia Yao Holdings Limited
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Jia Yao Holdings Limited (the "Company") and its subsidiaries (the "Group"), which set out on pages 64 to 117, comprise:

- the consolidated balance sheet as at 31 December 2021;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated 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 ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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 matter identified in our audit is related to revenue recognition.

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition	
Refer to Note 2.23 and Note 5 to the Group's consolidated financial statements. During the year ended 31 December 2021, the Group has recognised revenue from sales of goods amounted to RMB689 million. Revenue for the sales of goods is recognised when the Group transfers the control of goods to the customer and no longer reserved any right to continue to manage and implement effective control which often associated with the ownership of the goods, and costs incurred or to be incurred can be measured reliably. We identified revenue recognition as a key audit matter due to the volume of revenue transactions is significant, thus significant efforts were devoted in this area.	We understood, evaluated and validated management's key controls in respect of the Group's sales transactions from sales contract, customer order, goods delivery, sales recording, reconciliation of cash receipts and customer's records through to subsequent settlement of trade receivables. We conducted testing of revenue recorded covering different customers, using sampling techniques, by examining the relevant supporting documents including sales contract, customer orders, goods delivery notes and customer's receipt records. In addition, we confirmed customers' balances and transactions on a sample basis, by considering the amount, nature and characteristics of those customers. Furthermore, we tested sales transactions that took place shortly before and after the balance sheet date, by reconciling recognised revenue with customers' receipt records, to assess whether revenue was recognised in the correct reporting periods. Based on the work performed, we found the Group's revenue from sales of goods being tested were recognised in a manner consistent with the Group's revenue recognition accounting policy.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than 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 the Audit Committee 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 Hong Kong Companies Ordinance, and for such internal control as the directors 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 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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. We report our opinion 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 HKSAs 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism 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.

- 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 the Audit Committee 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 the Audit Committee 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

The engagement partner on the audit resulting in this independent auditor's report is Au Chi Ho.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 29 March 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2021

	Note	Year ended 31 December 2021 RMB'000	2020 RMB'000
Revenue	5	**688,944**	576,244
Cost of sales	9	**(623,923)**	(502,547)
Gross profit		**65,021**	73,697
Distribution costs	9	**(27,828)**	(37,390)
Administrative expenses	9	**(60,612)**	(59,314)
Net impairment losses on financial assets		**1,048**	(1,554)
Other income	6	**1,069**	3,241
Other losses	7	**(2,576)**	(4,491)
Operating loss		**(23,878)**	(25,811)
Finance income	8	**1,559**	1,488
Finance costs	8	**(6,496)**	(5,102)
Finance costs — net	8	**(4,937)**	(3,614)
Loss before income tax		**(28,815)**	(29,425)
Income tax expense	12	**(809)**	(825)
Loss for the year		**(29,624)**	(30,250)
Loss attributable to:			
– Owners of the Company		**(26,223)**	(26,205)
– Non-controlling interests	11	**(3,401)**	(4,045)
		(29,624)	(30,250)
Other comprehensive income			
Currency translation differences		**489**	(100)
Total comprehensive loss for the year		**(29,135)**	(30,350)
Total comprehensive loss for the year attributable to:			
– Owners of the Company		**(25,734)**	(26,305)
– Non-controlling interests		**(3,401)**	(4,045)
		(29,135)	(30,350)
Loss per share attributable to owners of the Company			
– Basic loss per share	13	**(0.09)**	(0.09)
– Diluted loss per share	13	**(0.09)**	(0.09)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED BALANCE SHEET

As at 31 December 2021

		As at 31 December	
		2021	2020
	Note	**RMB'000**	RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	*14*	**117,194**	110,384
Intangible assets	*15*	**4,852**	–
Right-of-use assets	*16*	**48,778**	48,126
Investment properties	*17*	**8,421**	9,097
Deferred income tax assets	*24*	**4,148**	4,813
Prepayment for property, plant and equipment		**12,535**	231
		195,928	172,651
Current assets			
Inventories	*19*	**222,985**	147,077
Trade and other receivables	*18*	**122,342**	113,973
Restricted cash	*20*	**148,884**	94,000
Cash and cash equivalents	*20*	**65,844**	70,182
		560,055	425,232
Total assets		**755,983**	597,883

CONSOLIDATED BALANCE SHEET

As at 31 December 2021

	Note	As at 31 December 2021 RMB'000	2020 RMB'000
EQUITY			
Equity attributable to the owners of the Company			
Share capital	*21*	**2,382**	2,382
Other reserves	*22*	**169,911**	169,422
(Accumulated losses)/retained profits	*23*	**(11,882)**	14,341
		160,411	186,145
Non-controlling interests	*11*	**45,929**	43,275
Total equity		**206,340**	229,420
LIABILITIES			
Non-current liabilities			
Lease liabilities, non-current	*16*	**1,114**	114
Deferred income tax liabilities	*24*	**1,213**	–
		2,327	114
Current liabilities			
Trade and other payables	*25*	**434,486**	255,706
Contract liabilities		**8,530**	–
Income tax payable		**1,895**	1,935
Borrowings	*26*	**101,080**	110,000
Lease liabilities, current	*16*	**1,325**	708
		547,316	368,349
Total liabilities		**549,643**	368,463
Total equity and liabilities		**755,983**	597,883

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The financial statements on pages 64 to 117 were approved by the board of directors on 29 March 2022 and were signed on its behalf by:

Yang Yoong An
Director

Yang Fan
Director

	Attributable to the owners of the Company					
	Share capital	**Other reserves**	**Retained profits/ (accumulated losses)**	**Total**	**Non-controlling interests**	**Total equity**
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 21)	*(Note 22)*	*(Note 23)*			
Balance at 1 January 2020	2,382	169,522	40,546	212,450	47,320	259,770
Loss for the year	–	–	(26,205)	(26,205)	(4,045)	(30,250)
Other comprehensive income	–	(100)	–	(100)	–	(100)
Balance at 31 December 2020	2,382	169,422	14,341	186,145	43,275	229,420
Balance at 1 January 2021	**2,382**	**169,422**	**14,341**	**186,145**	**43,275**	**229,420**
Loss for the year	**–**	**–**	**(26,223)**	**(26,223)**	**(3,401)**	**(29,624)**
Other comprehensive income	**–**	**489**	**–**	**489**	**–**	**489**
Acquisition of a subsidiary *(Note 31)*	**–**	**–**	**–**	**–**	**6,055**	**6,055**
Balance at 31 December 2021	**2,382**	**169,911**	**(11,882)**	**160,411**	**45,929**	**206,340**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2021

	Note	Year ended 31 December 2021 RMB'000	2020 RMB'000
Cash flows from operating activities			
Cash generated from/(used in) operations	*30(a)*	**38,997**	(49,000)
Interest received		**1,559**	1,488
Interest paid	*30(c)*	**(6,297)**	(4,694)
Income tax paid		**(40)**	(583)
Net cash generated from/(used in) operating activities		**34,219**	(52,789)
Cash flows from investing activities			
Purchase of property, plant and equipment		**(18,161)**	(6,995)
Prepayments of property, plant and equipment		**(12,535)**	(231)
Proceeds from disposal of property, plant and equipment	*30(b)*	**1,529**	286
Acquisition of a subsidiary (net of cash and cash equivalent acquired)	*31*	**1,999**	–
Net cash used in investing activities		**(27,168)**	(6,940)
Cash flows from financing activities			
Proceeds from borrowings		**325,380**	120,000
Repayments of borrowings		**(336,380)**	(65,000)
Repayments of lease liabilities		**(717)**	(673)
Net cash (used in)/generated from financing activities		**(11,717)**	54,327
Net decrease in cash and cash equivalents		**(4,666)**	(5,402)
Effect of foreign exchange rate changes		**328**	(315)
Cash and cash equivalents at beginning of the year		**70,182**	75,899
Cash and cash equivalents at end of the year	*20*	**65,844**	70,182

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 General information

Jia Yao Holdings Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 5 August 2013.

The Company and its subsidiaries (together, the "Group") are engaged in the design, production and sales of paper cigarette packages, social product paper packages, electronic cigarettes, and other electronic products in Hubei and Guangdong Province, the People's Republic of China (the "PRC") and trading goods including mainboard of cell phones.

The Company's registered office is located at Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY1-1103, Cayman Islands, and the address of the principal place of business is No.6 Qingdao Road, Dongshan Economic Developing District, Yichang, Hubei Province, the PRC.

The Company's ordinary shares were listed on the main board of The Stock Exchange of Hong Kong Limited on 27 June 2014.

The consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

These consolidated financial statements were approved for issue by the board of directors (the "Board") of the Company on 29 March 2022.

2 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with HKFRS and HKCO

Compliance with Hong Kong Financial Reporting Standards ("HKFRSs") and Hong Kong Companies Ordinance (Cap. 622)

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs and the disclosure requirements of the Cap. 622.

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

(iii) Amended standards adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2021:

- Amendments to HKFRS 9 , HKAS 39 and HKFRS 7 "Interest Rate Benchmark Reform — Phase 2"

The amendments listed above did not have material impact on the consolidated financial statements of the Group.

2 Summary of significant accounting policies *(Continued)*

2.1 Basis of preparation *(Continued)*

(iv) New standards and amendments to standards relevant to the Group have been issued but are not effective

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

		Effective for annual periods beginning on or after
Hong Kong Accounting Standards ("HKAS") 16 (Amendment)	Property, Plant and Equipment: Proceeds before intended use	1 January 2022
HKAS 37 (Amendment)	Onerous Contracts – Cost to Fulfilling a Contract	1 January 2022
HKFRS 3 (Amendment)	Reference to the Conceptual Framework	1 January 2022
Annual improvements to HKFRS standards 2018 – 2020	Annual improvements to HKFRS standards 2018 – 2020	1 January 2022
Revised Accounting Guideline 5	Merger Accounting for Common Control Combinations	1 January 2022
HKAS 1 (Amendment)	Classification of Liabilities as Current or Non-current	1 January 2023
Hong Kong Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	Applied when an entity applies HKAS 1 (Amendment)
HKFRS 17	Insurance Contract	1 January 2023
HKAS 1 and HKFRS Practice Statement 2 (Amendment)	Disclosure of Accounting Policies	1 January 2023
HKAS 8 (Amendment)	Definition of Accounting Estimates	1 January 2023
HKAS 12 (Amendment)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
HKFRS 4 (Amendment)	Extension of the Temporary Exemption from Applying HKFRS 9	1 January 2023
HKFRS 10 and HKAS 28 (Amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

These standards are not expected to have material impact on the Group.

2 Summary of significant accounting policies *(Continued)*

2.2 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated balance sheet and consolidated statement of changes in equity respectively.

2.3 Business combinations

Business combinations not under common control

The acquisition method of accounting is used to account for all business combinations not under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 Summary of significant accounting policies *(Continued)*

2.3 Business combinations *(Continued)*

Business combinations not under common control (Continued)

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as of the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the year the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

2 Summary of significant accounting policies *(Continued)*

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Renminbi (RMB), which is the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

2 Summary of significant accounting policies *(Continued)*

2.6 Foreign currency translation *(Continued)*

(c) Group companies (Continued)

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.7 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or 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 charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

• Buildings	40 years
• Machinery	10-15 years
• Vehicles	3-5 years
• Furniture, fittings and equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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 and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is Group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

2 Summary of significant accounting policies *(Continued)*

2.8 Intangble assets

The patent includes e-cigarette vaping and other technologies acquired in a business combination are recognised at fair value at the acquisition date. The patent is carried at costs less accumulated amortisation and impairment, if any. Amortisation is calculated using the straight-line method to allocate the cost of patent over its estimated useful life of 10 years.

2.9 Investment properties

Investment properties, principally freehold office buildings, and lands are held for long-term rental yields or for capital appreciation or both and are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. The Group adopts the cost model for subsequent measurement for investment properties.

Depreciation or amortisation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives as follows:

• Land use rights	50 years
• Buildings	40 years
• Machinery	10-15 years
• Furniture, fittings and equipment	5 years

The Group transferred a property to investment property when, and only when, there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use.

2.10 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 Summary of significant accounting policies *(Continued)*

2.11 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI), or through profit or loss), and

- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2 Summary of significant accounting policies *(Continued)*

2.11 Investments and other financial assets *(Continued)*

(c) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other losses, together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other losses. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other losses and impairment expenses are presented as separate line item in the consolidated statement of comprehensive income.

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other losses in the period in which it arises.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other losses in the consolidated statement of comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2 Summary of significant accounting policies *(Continued)*

2.11 Investments and other financial assets *(Continued)*

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 2.14 for further details.

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.13 Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

2.14 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are generally due for settlement within one year and therefore are all classified as current. The carrying amount of trade receivables is presented after net of the expected credit losses.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 18 for further information about the Group's accounting for trade receivables and Note 2.11(d) for a description of the Group's impairment policy.

2.15 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2 Summary of significant accounting policies *(Continued)*

2.16 Share capital

Ordinary shares and non-redeemable participating preference shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.17 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.18 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in profit or loss as finance costs.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2 Summary of significant accounting policies *(Continued)*

2.19 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

2 Summary of significant accounting policies *(Continued)*

2.20 Current and deferred income tax *(Continued)*

Deferred income tax (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.21 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated balance sheet.

(b) Pension obligations

The Group entities in mainland China participate in defined contribution retirement benefit plans organised by relevant government authorities for its employees in mainland China and contribute to these plans based on certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. The contributions to these plans are recognised as employee benefit expenses when incurred.

2 Summary of significant accounting policies *(Continued)*

2.22 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.23 Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods underlying the particular performance obligation is transferred to customers. Control of the goods is transferred at a point in time.

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes.

Sales and trading of goods

Revenue for sales and trading of goods is recognised when the Group transfers the control of goods to the customer and no longer reserves any right to continue to manage and implement effective control which often associated with the ownership of the goods, and costs incurred or to be incurred can be measured reliably. The revenue for the sales and trading of goods is recognised on prices received or receivable from the customer according to the contract or agreement. As receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

2.24 Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

2 Summary of significant accounting policies *(Continued)*

2.25 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, for example, term, country, currency and security.

2 Summary of significant accounting policies *(Continued)*

2.25 Leases *(Continued)*

The group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.26 Dividends distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

3 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, fair value and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group currently does not use any derivative financial instruments to hedge certain risk exposures.

3.1 Financial risk factors

(a) Market risk

(i) Foreign exchange risk

The Group mainly operates in the PRC with most of the transactions denominated and settled in RMB. However, the Group has also certain bank deposits, trade and other receivables, contract liabilities and trade and other payables that are denominated in currencies other than RMB (majority in Hong Kong dollars ("HKD"), and United States dollars ("USD")).

Management will monitor closely the foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2021, if RMB had strengthened/weakened by 5% against the USD and HKD, the Group's loss before income tax for the year would have been higher/lower by approximately RMB37,000, mainly as a result of foreign exchange gains/losses arising from the translation of USD-denominated and HKD-denominated cash and cash equivalents, receivables, convertible notes and payables balances.

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates, as the Group has no significant interest-bearing assets and liabilities other than its bank deposits and borrowings. Bank deposits and borrowings at fixed rates expose the Group to fair value interest-rate risk. The Group has not hedged its cash flow and fair value interest rate risk. Details of the Group's bank deposits and borrowings have been disclosed in Note 20 and Note 26 respectively.

3 Financial risk management *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk

Credit risk arises from restricted cash, cash and cash equivalents and trade and other receivables. The carrying amounts or the undiscounted nominal amounts, where applicable, of each class of these financial assets represent the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

For deposits with banks and financial institutions (including restricted cash and cash and cash equivalents), the Group has limited its credit exposure by restricting their selection of banks and financial institutions on reputable international banks, major financial institutions in the PRC and PRC listed banks or state-owned banks.

For customers, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monetary procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Notes receivable are mostly to be settled by reputable banks or state-owned banks and therefore the management considers that they will not expose the Group to any significant credit risk.

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The group has identified Consumer Price Index, Producer Price Index and probabilities of default at industry level under different macroeconomic scenarios to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3 Financial risk management *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities, discounting bank acceptance notes to banks and the ability to close out market positions. The Group's objective is to maintain adequate committed credit lines to ensure sufficient and flexible funding is available to the Group.

The amounts disclosed in the table are the contractual undiscounted cash flows.

(i) Maturities of financial liabilities

	Less than 1 year RMB'000	1-2 years RMB'000	2-5 years RMB'000	Over 5 years RMB'000	Total RMB'000
At 31 December 2021					
Non-derivatives					
Borrowings	**104,274**	**–**	**–**	**–**	**104,274**
Lease liabilities	**1,510**	**568**	**663**	**–**	**2,741**
Trade and other payables	**423,344**	**–**	**–**	**–**	**423,344**
	529,128	**568**	**663**	**–**	**530,359**
At 31 December 2020					
Non-derivatives					
Borrowings	112,194	–	–	–	112,194
Lease liabilities	768	192	–	–	960
Trade and other payables	244,379	1,352	–	–	245,731
	357,341	1,544	–	–	358,885

3 Financial risk management *(Continued)*

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on the gearing ratio. This ratio is calculated as net debt divided by total capital. Details of net debt is disclosed in Note 30(c). Total capital is calculated as "equity" as shown in the consolidated balance sheets plus total debt.

The gearing ratios are as follows:

	2021	2020
	RMB'000	RMB'000
Total borrowings	**101,080**	110,000
Less: cash and cash equivalents	**(65,844)**	(70,182)
Net debt	**35,236**	39,818
Total equity	**206,340**	229,420
Total capital	**241,576**	269,238
Gearing ratio (%)	**15%**	15%

3.3 Fair value estimation

The carrying amount of the Group's financial assets (including trade and other receivables, cash and cash equivalents, restricted cash and time deposits) and short term liabilities (including trade and other payables and short term borrowings) are assumed to approximate their fair values due to their short-term maturities. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Income taxes

Judgement is required in determining the amount of the provision for taxation and timing of payment of the related taxations, the tax rate that would be applicable when related temporary difference that gives rise to deferred income tax are recycled for those group entities currently entitling preferential tax rate, and super deduction research and development expenses when calculate the income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

5 Segment information

(a) Description of segments and principal activities

The Group manages its businesses by divisions. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management, being the chief operation decision maker, for the purposes of resource allocation and performance assessment, the Group's reportable and operating segments are as follows:

— Paper cigarette packages — design, printing and sale of paper cigarette packages

— Social product paper packages — design, printing and sale of social product paper packages (e.g. packages for alcohol, medicines and food)

— Electronic cigarettes - technology research and development, production and sales of e-cigarettes, e-cigarettes vaping devices and other electronic products

— Trading goods — trade sales of goods including mainboards of cell phones

5 Segment information *(Continued)*

(b) Segment revenue

Sales between segments are carried out at arm's length and are eliminated on consolidation. The revenue from external parties is measured in the same way as in the consolidated statement of comprehensive income.

The segment results for the year ended 31 December 2021:

	Year ended 31 December 2021			
	Paper cigarette packages RMB'000 *Note (i)*	Social product paper packages RMB'000	Trading goods RMB'000	Total RMB'000
Revenue	681,549	7,395	–	688,944
Gross profit	64,471	550	–	65,021
Distribution costs	(27,465)	(363)	–	(27,828)
Segment results	37,006	187	–	37,193
Administrative expenses				(60,612)
Net impairment losses on financial assets				1,048
Other income				1,069
Other losses				(2,576)
Finance costs — net				(4,937)
Loss before income tax				(28,815)

(i) Over 98% of the revenue for paper cigarette packages is generated from the subsidiaries of China National Tobacco Corporation (Note 32).

5 Segment information *(Continued)*

(b) Segment revenue *(Continued)*

The segment results for the year ended 31 December 2020:

	Year ended 31 December 2020			
	Paper cigarette packages RMB'000	Social product paper packages RMB'000	Trading goods RMB'000	Total RMB'000
Revenue	492,158	5,501	78,585	576,244
Gross profit	71,354	299	2,044	73,697
Distribution costs	(36,796)	(594)	–	(37,390)
Segment results	34,558	(295)	2,044	36,307
Administrative expenses				(59,314)
Net impairment losses on financial assets				(1,554)
Other income				3,241
Other losses				(4,491)
Finance costs — net				(3,614)
Loss before income tax				(29,425)

(c) Segment assets by location

The total of non-current assets other than deferred income tax assets, broken down by location of the assets, is shown as follows:

	2021 RMB'000	2020 RMB'000
Mainland China	**191,780**	167,838
Hong Kong	**–**	–
	191,780	167,838

5 Segment information *(Continued)*

(d) Information about major customers

Revenues from the top four customers of the Group are as follows:

	2021 RMB'000	2020 RMB'000
Customer A	**147,805**	167,473
Customer B	**112,611**	50,059
Customer C	**73,354**	23,547
Customer D	**71,491**	51,806
Customer E	**69,770**	33,095
	475,031	325,980

(e) Other segment information

(i) Depreciation of property, plant and equipment

	2021 RMB'000	2020 RMB'000
Paper cigarette packages	**11,747**	11,918
Social product paper packages	**11**	145
	11,758	12,063

(ii) Impairment of property, plant and equipment

	2021 RMB'000	2020 RMB'000
Paper cigarette packages	**149**	908
Social product paper packages	**–**	–
	149	908

6 Other income

	2021 RMB'000	2020 RMB'000
Government grants	**941**	3,241
Gains from bargain purchase *(Note 31)*	**128**	–
	1,069	3,241

7 Other losses

	2021 RMB'000	2020 RMB'000
Loss on disposal of raw materials	**1,423**	2,763
Loss on disposal of property, plant and equipment	**466**	589
Others	**687**	1,139
	2,576	4,491

8 Finance costs — net

	2021 RMB'000	2020 RMB'000
Interest income on bank deposits	**(1,559)**	(1,488)
Interest on bank and other borrowings	**6,297**	4,694
Exchange (gain)/loss, net	**(34)**	50
Others	**233**	358
	4,937	3,614

9 Expenses by nature

	2021 RMB'000	2020 RMB'000
Operating loss for the year has been arrived at after charging:		
Raw materials and consumables used	**638,991**	460,388
Changes in inventories of finished goods and work in progress	**(58,731)**	10,382
Employee benefits expenses *(Note 10)*	**60,911**	52,464
Depreciation *(Note 14(a))*	**11,758**	12,063
Transportation cost	**20,711**	21,451
Energy and water expense	**15,210**	12,359
Recognition of impairment losses of property, plant and equipment	**149**	908
Social promotion expense	**10,351**	15,633
Real estate tax, stamp duties and other taxes	**2,513**	2,647
Professional service expense	**1,355**	1,810
Office expense	**1,559**	1,718
Operating lease rentals in respect of rented premises	**1,321**	3,323
Auditors' remuneration	**1,102**	1,323
Amortisation	**1,718**	1,061
Other operating expenses	**3,445**	1,721
Total cost of sales, distribution costs and administrative expenses	**712,363**	599,251

10 Employee benefit expense

	2021 RMB'000	2020 RMB'000
Wages and salaries	**54,025**	49,086
Welfare, medical and other expenses	**6,886**	3,378
Total employee benefit expense	**60,911**	52,464

(a) Five highest paid individuals

The emoluments payable to the five (2020: five) highest paid individuals during the year are as follows:

	2021 RMB'000	2020 RMB'000
Basic salaries, housing allowances, other allowances and benefits in kind	**1,096**	799
Contribution to pension scheme	**21**	38
	1,117	837

Each of their emoluments for the year ended 31 December 2021 and 2020 was within HKD1,000,000.

11 Subsidiaries

The Group's principal subsidiaries at 31 December 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of incorporation and kind of legal entity	Nominal value of issued share capital or registered capital	Ownership interest held by the Group 2021 %	2020 %	Principal activities and place of operation
Hubei Golden Three Gorges Printing Industry Co., Ltd.	The PRC, limited liability company	RMB78,782,100	**82.86**	82.86	Packages production and retail in the PRC
Dangyang Golden Three Gorges Printing Industry Co., Ltd.	The PRC, limited liability company	RMB40,000,000	**87.15**	87.15	Packages production and retail in the PRC
Hubei Golden Three Gorges Cultural Industry Co., Ltd.	The PRC, limited liability company	RMB50,000,000	**82.86**	82.86	Investment holding in the PRC
Xiamen Xinjiayao Supply Chain Management Co., Ltd.	The PRC, limited liability company	RMB1,500,000	**100.00**	100.00	Trading of goods in the PRC
Giant Harmony Limited	BVI, limited liability company	RMB118,612,148	**100.00**	100.00	Investment holding in BVI
Summer Day Developments Limited	BVI, limited liability company	USD100	**100.00**	100.00	Investment holding in BVI
Park Linker Limited	Hong Kong, limited liability company	HKD1	**100.00**	100.00	Investment holding in Hong Kong
King Gather Limited	Hong Kong, limited liability company	HKD100	**100.00**	100.00	Investment holding in Hong Kong
Easy Creator Limited	Hong Kong, limited liability company	HKD1	**100.00**	100.00	Investment holding in Hong Kong
Jia Jing Limited	Hong Kong, limited liability company	HKD1	**100.00**	100.00	Investment holding in Hong Kong
Shenzhen Haohan Yangtian Technology Co., Ltd	The PRC, limited liability company	RMB20,000,000	**70.00**	–	Electronic cigarette production and retail in the PRC
Shenzhen Jiayao Biotechnology Co., Ltd.	The PRC, limited liability company	RMB5,000,000	**100.00**	–	Investment holding in PRC
Shenzhen Jiayao New Technology Co., Ltd.	The PRC, limited liability company	RMB10,000,000	**100.00**	–	Investment holding in PRC
Shenzhen Jiayao Technology Research Co., Ltd.	The PRC, limited liability company	RMB10,000,000	**100.00**	–	Investment holding in PRC

11 Subsidiaries *(Continued)*

(a) Non-controlling interests (the "NCI")

Set out below are summarised financial information for Hubei Golden Three Gorges Printing Industry Co., Ltd.* (湖北金三峽印務有限公司) ("Hubei Golden Three Gorges") and its subsidiaries that have non-controlling interests that are material to the Group. The total amounts disclosed for the subsidiaries are before inter-company eliminations.

	2021 RMB'000	2020 RMB'000
Current assets	609,008	484,110
Current liabilities	(539,924)	(391,449)
Current net assets	69,084	92,661
Non-current assets	205,307	201,566
Non-current liabilities	–	–
Non-current net assets	205,307	201,566
Net assets	274,391	294,227
Accumulated NCI	39,874	43,275

Summarised statement of comprehensive income	2021 RMB'000	2020 RMB'000
Revenue	688,944	497,659
Loss for the year	(19,836)	(23,763)
Other comprehensive income	–	–
Total comprehensive loss	(19,836)	(23,763)
Loss allocated to NCI	(3,401)	(4,045)

Summarised cash flows	2021 RMB'000	2020 RMB'000
Cash flows generated from/(used in) operating activities	39,536	(43,514)
Cash flows used in investing activities	(35,086)	(4,947)
Cash flows (used in)/generated from financing activities	(15,889)	44,341
Net decrease in cash and cash equivalents	(11,439)	(4,120)

* *For identification purpose only*

12 Income tax expense

	2021 RMB'000	2020 RMB'000
Current income tax *(Note (i))*		
— PRC corporate income tax and withholding income tax	–	–
— Hong Kong profits tax	–	263
	–	263
Deferred income tax		
— PRC corporate income tax and withholding income tax	809	562
	809	825

(i) Current income tax

The Company is not subject to any taxation in the Cayman Islands.

The subsidiaries incorporated in Hong Kong are subject to Hong Kong profits tax at the rate of 16.5% (2020: 16.5%).

Hubei Golden Three Gorges has been qualified as a High New Tech Enterprises according to the Corporate Income Tax Law of the PRC and subject to a reduced corporate income tax ("CIT") rate of 15% in 2021 (2020: 15%).

The remaining subsidiaries established in the PRC are subject to the PRC CIT rate of 25% (2020: 25%).

(ii) PRC withholding income tax

Under relevant tax laws and regulations, dividends distributed from the PRC subsidiaries to non-PRC tax resident Group entities shall be subject to the withholding income tax at 10%. No PRC withholding income tax was provided for unremitted earnings of the PRC subsidiaries as at 31 December 2021. Meanwhile, the Group did not recommend the payment of dividend for the year ended 31 December 2021 (2020: none).

12 Income tax expense *(Continued)*

(iii) The tax charge for the year can be reconciled to the loss before tax per consolidated statement of comprehensive income as follows:

	2021 **RMB'000**	2020 RMB'000
Loss before tax	**(28,815)**	(29,425)
Tax calculated at applicable tax rates of the group entities	**(3,627)**	(3,766)
Tax losses for which no deferred income tax asset was recognised	**6,987**	4,029
Cost and expenses not deductible for taxation purposes	**1,547**	3,340
Additional deduction for research and development expenditures	**(4,098)**	(2,778)
	809	825

13 Loss per share

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2021	2020
Loss attributable to the owners of the Company (RMB'000)	**(26,223)**	(26,205)
Weighted average number of ordinary shares in issue ('000)	**300,000**	300,000
Basic loss per share (RMB)	**(0.09)**	(0.09)

(b) Diluted loss per share

Diluted loss per share for the 31 December 2021 is the same as the basic loss per share.

14 Property, plant and equipment

	Buildings RMB'000	Machinery RMB'000	Vehicles RMB'000	Furniture, fittings and equipment RMB'000	Construction in progress RMB'000	Total RMB'000
Year ended 31 December 2020						
Opening net book amount	7,131	103,688	776	1,634	1,759	114,988
Additions	–	–	–	–	9,242	9,242
Internal transfer	–	4,739	–	1,223	(5,962)	–
Disposal	–	(109)	–	(766)	–	(875)
Depreciation	(917)	(10,404)	(329)	(413)	–	(12,063)
Impairment	–	(908)	–	-	–	(908)
As at 31 December 2020	6,214	97,006	447	1,678	5,039	110,384
At 31 December 2020						
Cost	18,475	276,678	10,884	1,725	5,039	312,801
Accumulated depreciation	(10,328)	(152,146)	(10,437)	(47)	-	(172,958)
Impairment provision	(1,933)	(27,526)	-	-	-	(29,459)
Net book amount	6,214	97,006	447	1,678	5,039	110,384
Year ended 31 December 2021						
Opening net book amount	**6,214**	**97,006**	**447**	**1,678**	**5,039**	**110,384**
Additions	**–**	**–**	**–**	**–**	**20,174**	**20,174**
Internal transfer	**5,852**	**11,996**	**–**	**361**	**(18,209)**	**–**
Acquisition of a subsidiary *(Note 31)*	**–**	**478**	**–**	**60**	**–**	**538**
Disposal	**–**	**(1,955)**	**–**	**(40)**	**–**	**(1,995)**
Depreciation	**(897)**	**(10,156)**	**(165)**	**(540)**	**–**	**(11,758)**
Impairment	**(149)**	**–**	**–**	**–**	**–**	**(149)**
As at 31 December 2021	**11,020**	**97,369**	**282**	**1,519**	**7,004**	**117,194**
At 31 December 2021						
Cost	**24,327**	**279,675**	**10,884**	**1,612**	**7,004**	**323,502**
Accumulated depreciation	**(11,225)**	**(159,281)**	**(10,602)**	**(93)**	**–**	**(181,201)**
Impairment provision	**(2,082)**	**(23,025)**	**–**	**–**	**–**	**(25,107)**
Net book amount	**11,020**	**97,369**	**282**	**1,519**	**7,004**	**117,194**

14 Property, plant and equipment *(Continued)*

As at 31 December 2021, Property, plant and equipment with net book value of RMB22,599,000 (31 December 2020: RMB61,078,000) (Note 28) have been pledged as security for bank borrowings of the Group amounting to RMB99,000,000 (31 December 2020: RMB110,000,000) (Note 26).

(a) Depreciation expenses have been charged to the consolidated income statements

	2021	2020
	RMB'000	RMB'000
Cost of sales	**9,760**	8,337
Administrative expenses	**1,966**	3,667
Distribution costs	**32**	59
	11,758	12,063

(b) Impairment loss

A provision for buildings of RMB149,000 was made for the year ended 31 December 2021 (RMB908,000 was made for machinery for the year ended 31 December 2020). Management estimated the recoverable amount by taking current fair value and residual value into consideration.

15 Intangible assets

	Patent	**Total**
	RMB'000	**RMB'000**
As at 1 January 2021	**–**	**–**
Acquisition of a subsidiary *(Note 31)*	**4,852**	**4,852**
As at 31 December 2021	**4,852**	**4,852**

16 Leases

(a) Amounts recognised in the consolidated balance sheet

	2021 RMB'000	2020 RMB'000
Right-of-use assets		
Land use rights	46,226	47,280
House leasing	2,552	846
Total right-of-use assets	48,778	48,126
Lease liabilities		
Current	1,325	708
Non-current	1,114	114
Total lease liabilities	2,439	822

As at 31 December 2021, land use rights with net book value of RMB12,131,000 (31 December 2020: RMB18,856,000) (Note 28) have been pledged as security for bank borrowings of the Group amounting to RMB99,000,000 (31 December 2020: RMB110,000,000) (Note 26).

(b) Amounts recognised in the consolidated statement of comprehensive income

	2021 RMB'000	2020 RMB'000
Amortisation charge of right-of-use assets		
Land use rights	1,055	1,061
House leasing	663	716
	1,718	1,777
Interest expense (included in finance cost)	160	145
Expense relating to short-term leases	1,321	2,612

The total cash outflow for leases in 2021 was RMB2,038,000.

17 Investment properties

	2021 RMB'000	2020 RMB'000
Cost		
As at 1 January	26,013	26,013
As at 31 December	26,013	26,013
Accumulated depreciation		
As at 1 January	(16,851)	(15,989)
Depreciation	(676)	(862)
As at 31 December	(17,527)	(16,851)
Impairment losses		
As at 1 January	(65)	(65)
As at 31 December	(65)	(65)
Net book value		
As at 31 December	8,421	9,097
As at 1 January	9,097	9,959

The fair value of the investment properties as at 31 December 2021 was RMB18,062,000.

As at 31 December 2021, the investment properties with net book value of RMB6,933,000 (31 December 2020: nil) (Note 28) have been pledged as security for bank borrowings of the Group amounting to RMB99,000,000 (31 December 2020: RMB110,000,000) (Note 26).

18 Trade and other receivables

	2021 RMB'000	2020 RMB'000
Trade receivables	**93,253**	94,576
Less: allowance for impairment of trade receivables	**(1,153)**	(796)
	92,100	93,780
Notes receivable	**12,251**	8,199
Deposits	**9,756**	9,719
Advance to employees	**1,747**	1,971
Payments in advance	**2,401**	174
Others	**4,087**	130
	30,242	20,193
	122,342	113,973

(a) Trade receivables pledged

As at 31 December 2021, trade receivables amounting to RMB39,905,000 has been pledged as security for bank borrowings of the Group (As at 31 December 2020: RMB46,302,000).

(b) Trade receivables by aging

The ageing analysis of the trade receivables based on invoice date is as follows:

	2021 RMB'000	2020 RMB'000
0 to 90 days	**90,389**	90,833
91 to 180 days	**2,340**	2,299
181 to 360 days	**1**	744
Over 360 days	**523**	700
	93,253	94,576

18 Trade and other receivables *(Continued)*

(c) Trade receivables by segment

	2021 RMB'000	2020 RMB'000
Paper cigarette packages *(Note (i))*	86,022	87,573
Social product paper packages	626	1,475
Trading goods	–	5,528
Electronic cigarette	6,605	–
	93,253	94,576

(i) Over 98% of the amounts of paper cigarette packages are due from subsidiaries of China National Tobacco Corporation (Note 32).

(d) Impaired trade receivables

Movements in the provision for impairment of trade receivables that are assessed for impairment collectively are as follows:

	2021 RMB'000	2020 RMB'000
At 1 January	796	264
Provision for impairment recognised during the year	572	710
Impaired receivables collected	(215)	(178)
At 31 December	1,153	796

19 Inventories

	2021 RMB'000	2020 RMB'000
Raw materials and packaging materials	62,976	56,171
Finished goods	136,616	76,474
Work in progress	23,393	14,432
	222,985	147,077

19 Inventories *(Continued)*

(a) Assigning costs to inventories

The costs of individual items of inventory are determined using weighted average costs. The cost of inventories recognised as expenses and included in 'cost of sales' amounted to RMB623,923,000 for the year ended 31 December 2021.

(b) Amounts recognised in consolidated statement of comprehensive income

No write-down of inventories to net realisable value was recognised for the year ended 31 December 2021.

20 Cash and cash equivalents and restricted cash

	2021 RMB'000	2020 RMB'000
Cash at bank and on hand	**214,728**	164,182
Less: restricted cash	**(148,884)**	(94,000)
Cash and cash equivalents	**65,844**	70,182

As at 31 December 2021, Hubei Golden Three Gorges, a subsidiary of the Group, pledged deposits of RMB148,717,000 (31 December 2020: RMB94,000,000) (Note 28) as collateral for issuance of notes payable (Note 25).

21 Share capital

Ordinary shares, issued and fully paid:

As at 31 December 2021 and 2020	**Number of shares**	**Share capital** HKD'000	RMB'000
Authorised:			
Ordinary shares of HKD0.01 each	2,000,000,000	20,000	15,880
Issued and fully paid:			
Ordinary shares of HKD0.01 each	300,000,000	3,000	2,382

22 Other reserves

The following table shows a breakdown of the consolidated balance sheet line item 'other reserves' and the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided below the table.

	Share premium RMB'000	Statutory reserves RMB'000	Foreign currency translation RMB'000	Special reserves RMB'000	Total RMB'000
At 1 January 2020	25,200	52,012	(2,102)	94,412	169,522
Currency translation differences	–	–	(100)	–	(100)
At 31 December 2020	25,200	52,012	(2,202)	94,412	169,422
Currency translation differences	**–**	**–**	**489**	**–**	**489**
At 31 December 2021	**25,200**	**52,012**	**(1,713)**	**94,412**	**169,911**

23 (Accumulated losses)/retained profits

	2021 RMB'000	2020 RMB'000
As at 1 January	**14,341**	40,546
Net loss for the year	**(26,223)**	(26,205)
Transfer to statutory reserve *(Note (a))*	**–**	–
As at 31 December	**(11,882)**	14,341

(a) Statutory reserves

The PRC laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the net profit (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holder. All statutory reserves are created for specific purposes. PRC companies are required to appropriate 10% of statutory net profits to statutory surplus reserves, upon distribution of their post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used to make up losses of the companies, to expand the companies' production operations, or to increase the capital of the companies. In addition, a company may make further contribution to the discretional surplus reserve using its post-tax profits in accordance with resolutions of the board of directors of the Company.

24 Deferred income tax

The analysis of deferred income tax assets is as follows:

	2021 **RMB'000**	2020 RMB'000
Deferred income tax assets:	**4,148**	4,813
Deferred income tax liabilities:	**(1,213)**	–
	2,935	4,813

Deferred income tax	**Impairment losses for property, plant and equipment** RMB'000	**Provisions** RMB'000	**Fair value adjustments arising from acquisition of subsidiaries** RMB'000	**Total** RMB'000
At 1 January 2020	5,186	189	–	5,375
(Charged)/credit to the consolidated statement of comprehensive income	(767)	205	–	(562)
At 31 December 2020	4,419	394	–	4,813
At 1 January 2021	**4,419**	**394**	**–**	**4,813**
(Charged)/credit to the consolidated statement of comprehensive income	**(652)**	**(13)**	**–**	**(665)**
Acquisition of a subsidiary *(Note 31)*	**–**	**–**	**(1,213)**	**(1,213)**
At 31 December 2021	**3,767**	**381**	**(1,213)**	**2,935**

25 Trade and other payables

	2021 RMB'000	2020 RMB'000
Trade payables — due to third parties *(Note(a))*	**238,875**	102,264
Notes payable	**173,590**	135,000
Salary payables	**10,950**	7,696
Tax payables	**192**	2,279
Others	**10,879**	8,467
	434,486	255,706

(a) The ageing analysis of trade payables based on invoice date is as follows:

	2021 RMB'000	2020 RMB'000
Up to 6 months	**236,630**	100,402
6 months to 1 year	**1,107**	510
1 year to 2 years	**1,138**	1,352
	238,875	102,264

26 Borrowings

	2021 RMB'000	2020 RMB'000
Short-term bank borrowings — secured	**101,080**	110,000

As at 31 December 2021, short-term bank borrowings of RMB99,000,000 (31 December 2020: RMB110,000,000) of the Group were secured by the pledge of property, plant and equipment, land use rights, investment properties and trade receivable (Notes 14, Note 16, Note 17 and Note 18) of the Group.

The effective interest rates on the Group's borrowings were as follows:

	2021	2020
Fixed-rate borrowings	**5.01%**	5.14%

27 Dividend

The Board did not recommend the payment of dividend for the year ended 31 December 2021 (2020: none).

28 Assets pledged as security

The carrying amounts of assets pledged as security for notes payable and borrowings are as follows:

	Note	2021 RMB'000	2020 RMB'000
Current			
Restricted cash	*20*	**148,717**	94,000
Trade receivables	*18*	**39,905**	46,302
		188,622	140,302
Non-current			
Property, plant and equipment	*14*	**22,599**	61,078
Land use rights	*16*	**12,131**	18,856
Investment property	*17*	**6,933**	–
		41,663	79,934
		230,285	220,236

29 Contracted capital commitment

	2021 RMB'000	2020 RMB'000
Property, plant and equipment	**3,562**	168

30 Notes to the consolidated statements of cash flow

(a) Reconciliation of loss before income tax to net cash used in operations

	Note	2021 RMB'000	2020 RMB'000
Loss before income tax		**(28,815)**	(29,425)
Adjustments for:			
Depreciation of property, plant and equipment	*14*	**11,758**	12,063
Amortisation of right-of-use assets	*16*	**1,718**	1,777
Depreciation of Investment properties	*17*	**676**	862
Loss on disposal of property, plant and equipment	*7*	**466**	589
Finance costs	*8*	**4,937**	3,614
Recognition of impairment (gain)/losses		**(899)**	1,514
Gain from bargain purchase	*31*	**(128)**	–
(Increase)/decrease in inventories	*19*	**(62,770)**	1,968
Increase in trade and other receivables		**7,830**	38,066
Increase/(decrease) in trade and other payables		**104,224**	(80,028)
Cash generated from/(used in) operations		**38,997**	(49,000)

(b) Proceeds from sale of property, plant and equipment

	Note	2021 RMB'000	2020 RMB'000
Net book amount			
— Property, plant and equipment	*14*	**1,995**	875
Losses on disposal of property, plant and equipment, net	*7*	**(466)**	(589)
Proceeds from disposal of property, plant and equipment		**1,529**	286

30 Notes to the consolidated statements of cash flow *(Continued)*

(c) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

Net debt	2021 RMB'000	2020 RMB'000
Cash and cash equivalents	65,844	70,182
Borrowings — fixed interest rates	(101,080)	(110,000)
Net debt	(35,236)	(39,818)

	Liabilities from financing activities		
	Cash RMB'000	Borrowings RMB'000	Total RMB'000
Net debt as at 1 January 2020	75,899	(55,000)	20,899
Cash flows	(5,402)	(59,694)	(65,096)
Interest paid	–	4,694	4,694
Foreign exchange impact	(315)	–	(315)
Net debt as at 31 December 2020	70,182	(110,000)	(39,818)
Cash flows	(6,665)	4,703	(1,962)
Interest paid	–	6,297	6,297
Foreign exchange impact	328	–	328
Acquisition of a subsidiary *(Note 31)*	1,999	(2,080)	(81)
Net debt as at 31 December 2021	65,844	(101,080)	(35,236)

31 Business combinations

Details of the purchase considerations, the net assets acquired are as follows:

	Total
	RMB'000
Purchase Consideration	
— Cash paid	8,000
— Consideration payable	6,000
Total purchase consideration	14,000

Recognized amounts of identifiable assets acquired and liabilities assumed	RMB'000
Right-of-use assets	828
Property, plant and equipment	538
Intangible assets	4,852
Deferred income tax assets	143
Inventories	13,138
Trade and other receivables	21,151
Restricted cash	5,000
Cash and cash equivalents	9,999
Trade and other payables	(22,746)
Contract liabilities	(8,530)
Borrowings	(2,080)
Lease liabilities-current	(897)
Deferred income tax liabilities	(1,213)
Less: non-controlling interests	(6,055)
Identifiable net assets attributable to the Company	14,128
Gains from bargain purchase *(Note 6)*	128

(i) Net cash inflow arising from the acquisition during the year ended 31 December 2021:

	RMB'000
Cash consideration paid	(8,000)
Cash and cash equivalents acquired on the acquisition date	9,999
Net cash inflow on acquisition	1,999

31 Business combinations *(Continued)*

(ii) Revenue and profit contribution

The acquired businesses of Shenzhen Haohan Yangtian Technology Co., Ltd. contributed total revenue of RMB0 and net profit of RMB0 to the Group for the period from their respective acquisition date to 31 December 2021.

Had Shenzhen Haohan Yangtian Technology Co., Ltd. been consolidated from 1 January 2021, the consolidated statements of comprehensive income for the year ended 31 December 2021 would show pro-forma revenue of RMB784,041,000 and net loss of RMB25,441,000.

No contingent liability has been recognized for the business combination.

32 Related-party transactions

As at 31 December 2021, the Company's immediate holding company is Spearhead Leader Limited, which held 69.79% shares of the Company in issue and is wholly owned by Mr. Yang Yoong An.

The non-controlling interests of the Group are as below:

Hubei China Tobacco Industry Co., Ltd. ("Hubei China Tobacco"), which holds 17.14% equity interest of Hubei Golden Three Gorges, a subsidiary of the Company. Hubei China Tobacco is a subsidiary of China National Tobacco Corporation.

Mr. Zhan Xingyu and Mr. Kong Lei, who hold 20% and 10% of the equity interests in the Shenzhen Haohan Yangtian Technology Co., Ltd. respectively.

In addition to the related party information and transactions disclosed elsewhere in the consolidated financial statements, the following is a summary of significant related party transactions entered into the ordinary course of business between the Group and its related parties.

Name of related party	Relationship
Spearhead Leader Limited	The Company's immediate holding company
Mr. Zhan Xingyu	The non-controlling interests of Shenzhen Haohan Yangtian Technology Co., Ltd.
Mr. Kong Lei	The non-controlling interests of Shenzhen Haohan Yangtian Technology Co., Ltd.

32 Related-party transactions *(Continued)*

(a) Transactions with related parties

The following transactions are carried out by the Group with related parties:

(i) Key management compensation

	2021 RMB'000	2020 RMB'000
Key management compensation	**1,527**	1,642

(ii) Balance due to the immediate holding company

	2021 RMB'000	2020 RMB'000
Spearhead Leader Limited	**1,880**	1,262

(iii) Balance due from the non-controlling interests of Shenzhen Haohan Yangtian Technology Co., Ltd.

	2021 RMB'000	2020 RMB'000
Mr. Zhan Xingyu	**1,528**	–
Mr. Kong Lei	**2,000**	–
	3,528	–

Balance with related parties as at 31 December 2021 was unsecured, interest free and repayable in accordance with agreed terms with related parties (31 December 2020: nil).

33 Benefits and interests of directors

Directors, supervisors and chief executives' emoluments

The remuneration of every director, the chairman and the independent non-executive directors of the Company for the year ended 31 December 2021 and 2020 is set out below:

Name	2021 Fees RMB'000	2021 Salaries RMB'000	2021 Retirement benefits RMB'000	2021 Total RMB'000	2020 Fees RMB'000	2020 Salaries RMB'000	2020 Retirement benefits RMB'000	2020 Total RMB'000
Chairman								
Mr. Yang Yoong An *(Note (i))*	498	–	–	498	533	–	–	533
Non-executive directors								
Mr. Feng Bin *(Note (ii))*	299	–	–	299	320	–	–	320
Mr. Yang Fan *(Note (ii))*	299	–	–	299	320	–	–	320
Independent non-executive directors								
Mr. Gong Jinjun	100	–	–	100	107	–	–	107
Mr. Zeng Shiquan	100	–	–	100	107	–	–	107
Mr. Wang Ping	149	–	–	149	160	–	–	160
	1,445	–	–	1,445	1,547	–	–	1,547

(i) Appointed as an executive director and the chairman of the Company on 18 February 2019.

(ii) Appointed as executive directors of the Company on 18 February 2019.

34 Balance sheet and reserve movement of the Company

	As at 31 December	
	2021	2020
	RMB'000	RMB'000
ASSETS		
Non-current assets		
Investment in a subsidiary	**191,120**	191,120
Current assets		
Amounts due from subsidiaries	**6,687**	7,905
Cash and cash equivalents	**110**	2,633
	6,797	10,538
Total assets	**197,917**	201,658
EQUITY		
Equity attributable to the owners of the Company		
Share capital	**2,382**	2,382
Reserves	**220,952**	219,754
Accumulated losses	**(75,612)**	(70,360)
	147,722	151,776
LIABILITIES		
Current liabilities		
Trade and other payables	**3,357**	2,584
Amount due to subsidiaries	**46,838**	47,298
	50,195	49,882
Total equity and liabilities	**197,917**	201,658

34 Balance sheet and reserve movement of the Company *(Continued)*

	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000	Accumulated losses RMB'000	Translation reserve RMB'000	Total RMB'000
Balance at 1 January 2020	2,382	25,200	194,228	(65,032)	(2,165)	154,613
Loss for the year	–	–	–	(5,328)	–	(5,328)
Other comprehensive income	–	–	–	–	2,491	2,491
Balance at 31 December 2020	2,382	25,200	194,228	(70,360)	326	151,776
Balance at 1 January 2021	**2,382**	**25,200**	**194,228**	**(70,360)**	**326**	**151,776**
Loss for the year	**–**	**–**	**–**	**(5,252)**	**–**	**(5,252)**
Other comprehensive loss	**–**	**–**	**–**	**–**	**1,198**	**1,198**
Balance at 31 December 2021	**2,382**	**25,200**	**194,228**	**(75,612)**	**1,524**	**147,722**

35 Subsequent Events

As from 31 December 2021 to the date of this report, save as disclosed in this report, the Board is not aware of any significant events requiring disclosure that have occurred.

FIVE-YEAR FINANCIAL SUMMARY

For the year ended 31 December 2021

Consolidated Results

	2021	2020	2019	2018	2017
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**688,944**	576,244	581,257	567,126	530,000
Gross profit	**65,021**	73,697	126,004	122,481	117,151
(Loss)/profit for the year	**(29,624)**	(30,250)	7,450	16,602	6,305

Consolidated Assets, Liabilities and Equity

			31 December		
	2021	2020	2019	2018	2017
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Assets					
Current assets	**560,055**	425,232	461,851	587,540	617,488
Non-current assets	**195,928**	172,651	182,472	195,430	164,180
Total assets	**755,983**	597,883	644,323	782,970	781,668
Liabilities					
Current liabilities	**547,316**	368,349	383,721	529,496	440,014
Non-current liabilities	**2,327**	114	832	–	106,962
Total liabilities	**549,643**	368,463	384,553	529,496	546,976
Equity					
Total equity	**206,340**	229,420	259,770	253,474	234,692