



# YUSEI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8319



First Quarterly Report  
2008

\* for identification only

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

## RESULTS

The board of directors of Yusei Holdings Limited (the "Company") is pleased to announce the unaudited results of the Company and its subsidiaries (collectively the "Group") for the three months period ended 31 March 2008, together with the comparative figures for the corresponding periods of last year, as follows:

	Notes	For three months ended 31 March	
		2008 RMB'000	2007 RMB'000
Revenue	2	112,377	94,208
Cost of sales		(91,990)	(76,177)
Gross profit		20,387	18,031
Other operating income		633	170
Distribution costs		(1,928)	(1,651)
Administrative expenses		(8,393)	(8,027)
Profit from operation		10,699	8,523
Finance costs		(2,252)	(1,857)
Profit before taxation		8,447	6,666
Taxation	3	(1,478)	(1,427)
Profit attributable to the equity holders of the Company		6,969	5,239
Dividends		–	–
Earnings per share –	4		
Basic		RMBO.045	RMBO.034
Diluted		RMBO.044	RMBO.033

Notes:

**1. BASIS OF PREPARATION**

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 4 April 2005 and its shares have been listed on the Growth Enterprises Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 13 October 2005.

The accounting policies and methods of computation used in preparation of these unaudited consolidated financial statements are consistent with those used in the annual report for the year ended 31 December 2007.

**2. REVENUE**

Revenue represents the net amounts received and receivable for goods sold to outside customers, less returns and discounts, and net of value-added tax ("VAT").

**3. TAXATION**

No provision for Hong Kong Profits Tax had been made as the Group did not generate any assessable profits in Hong Kong.

The Group is subject to the Income Tax Law of the PRC and unless otherwise approved, the normal applicable tax rate is 25% (2007: 33%).

Pursuant to the approvals obtained from the relevant PRC tax authorities, the applicable tax rate for the Company's subsidiary, 杭州友成機工有限公司 Hangzhou Yusei Machinery Co., Ltd. ("Hangzhou Yusei") is 26.4% and Hangzhou Yusei is entitled to a tax concession period in which it is fully exempted from PRC income tax for 2 years commencing from its first profit-making year, followed by a 50% reduction in the PRC income tax for 3 years. The first profit-making year of Hangzhou Yusei is 2003 and the effective tax rate for 2003 and 2004 is nil. The effective tax rate for Hangzhou Yusei is 13.2% for the three months ended 31 March 2007.

In addition, as the Company's another subsidiary, 浙江友成塑料模具有限公司 Zhejiang Yusei Plastics & Mould Co., Ltd. ("Zhejiang Yusei") is recognised as a New and High Technology Enterprise and is operating and registered in the State Level New and High Technology Development Zone, it is entitled to a reduced income tax rate of 10.75% from 2003 to 2005 and 16.5% for 2007.

Pursuant to the notice dated 20 March 2008 issued by the PRC tax authorities, the applicable tax rate of Zhejiang Yusei for 2008 is 18%. The applicable tax rate of Hangzhou Yusei for 2008 is 12.5%.

杭州友成模具技術研究有限公司 Hangzhou Yusei Mould Technology Research Co., Ltd, 蘇州友成機工有限公司 Suzhou Yusei Machinery Co. Ltd. and 友成(中國)模具有限公司 Yusei (China) Mould Co., Ltd. are not subject to PRC income tax as they have not commenced business.

No provision for deferred taxation has been recognised in the financial statements as the amount involved is insignificant.

**4. EARNINGS PER SHARE**

The basic earnings per share for the three months ended 31 March 2008 is calculated based on the profit attributable to the equity holders of the Company approximately RMB6,969,000 (2007: RMB5,239,000) for the three months ended 31 March 2008 and on the weighted average number of ordinary shares of 155,140,000 shares in issue in 2008 (2007: 155,140,000 shares) as adjusted vesting shares.

The diluted earnings per share for the three months ended 31 March 2008 is calculated based on the profit attributable to the equity holders of the Company approximately RMB6,969,000 (2007: RMB5,239,000) for the three months ended 31 March 2008 and on the weighted average number of ordinary shares of 160,000,000 shares in issue in 2008 (2007: 160,000,000 shares) as adjusted vesting shares.

**5. RESERVE**

During the period, there was no movement in appropriation from retained earnings to statutory surplus reserve.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

During the three months ended 31 March 2008, the Group is principally engaged in the design, development and fabrication of precision plastic injection moulds, and the manufacture of plastic components in the PRC. The Group also provides services for certain assembling and further processing of plastic components for its customers.

The Group's overall revenue for the three months ended 31 March 2008 was approximately RMB112,377,000, representing an increase of 19% as compared to that of approximately RMB94,208,000 for the three months ended 31 March 2007. The Group's customers are mainly the manufacturers of branded home electrical appliances, office equipment and plastic components with production facilities located in the PRC.

### Financial review

#### *Revenue*

The Group's revenue for the three months ended 31 March 2008 increased by 19% to approximately RMB112,377,000 as compared to that of approximately RMB94,208,000 for the three months ended 31 March 2007.

During the period, the Group put more resources in the production of plastic injection mould products and certain assembling and further processing of plastic components for maintenance and enhancement its position as a one-stop total solution provider in the plastic injection moulding industry.

#### *Gross profit*

The Group achieved a gross profit of approximately RMB20,387,000 for the three months ended 31 March 2008, representing an increase of approximately 13% as compared to that for the three months ended 31 March 2007. During the period, the gross profit margin of products was stabilised.

### *Distribution costs*

Distribution costs for the three months ended 31 March 2008 increased by approximately 17% to approximately RMB1,928,000 as compared to that of approximately RMB1,651,000 for the three months ended 31 March 2007. Such increase was mainly attributable to increase in turnover.

### *Administrative expenses*

Administrative expenses for the three months ended 31 March 2008 increased by approximately 5% to approximately RMB8,393,000 as compared to that of approximately RMB8,027,000 for the three months ended 31 March 2007. Such increase was mainly attributable to the net effect of (i) the decrease in amortised fair value of estimated vesting shares granted to a director, selected employees and technical consultants to approximately RMB450,000 (2007: RMB503,000) in accordance with Hong Kong Financial Reporting Standard; and (ii) increase in staff costs and administrative expenses as a result of the Group's expansion.

### *Finance costs*

Finance costs for the three months ended 31 March 2008 increased to approximately RMB2,252,000 as compared to that of approximately RMB1,857,000 for the three months ended 31 March 2007. Such increase was attributable to the increase in the Group's average bank borrowings as a result of the Group's expansion.

### *Profit attributable to equity holders of the Company*

The profit attributable to equity holders of the Company increased by approximately 33% from approximately RMB5,239,000 for the three months ended 31 March 2007 to approximately RMB6,969,000 for the three months ended 31 March 2008. Such increase was mainly attributable to (i) the decrease in amortised fair value of estimated vesting shares granted to a director, selected employees and technical consultants in accordance with Hong Kong Financial Reporting Standard; (ii) increase in gross profit which offset against increase in staff costs and administrative expenses as a result of the Group's expansion.

## Outlook

There has been an increase in the Group's turnover and profit for the three months ended 31 March 2008 as compared with the corresponding period of last year. Management will actively adopt the Group's strategy to leverage on the experience of its management team in the plastic component manufacturing industry and its expertise in mould development to enhance the quality of its products, expand its customer base and strengthen the leading position in the high-end mould industry and its overall core competitiveness in relation to the one-stop services ranging from products development, plastic injection, aluminium-plating and assembling.

As a service provider to the well-known international branded manufacturers, the management believes that the Group possesses the managerial characteristics which our major customers may appreciate, including: (i) high-level demand on the quality of the products, particularly in the automotive parts and components, office automation machines like assembling parts of photocopiers and printers must meet a high standard of precision in order to ensure the machine work effectively; (ii) emphasis on production efficiency to shorten the production cycle; and (iii) active participation in production process of the suppliers to ensure the product quality and the mutual communication to improve the suppliers' production efficiency. In addition, to deliver the parts and components of high precision to the customers, the Group put much efforts in acquisition of advanced production machineries which were made by the international well-known branded manufacturers.

As regards the quality of the products, the Group had adopted ERP system to facilitate the production flow and monitor the product quality. To respond to the changing technology in the industry, the Company will continue to acquire and install advanced machinery and equipment and to increase the ability to design and develop precision plastic injection moulds. The Company will rely on the one-stop solution from precision mould, plastic injection, aluminium plating to assembling to improve the sales network to capture opportunities in order to increase market share and to enlarge the customer bases. Nevertheless, the Group is cautious in accepting the new customers and we take into account of all factors in the process, including product



pricing and the reputation of the potential customers and so on. During the period, the Company had several new customers, including a well-known office automation machine manufacturer and several famous manufacturers of automotive part and components.

In addition, the Group continues to enlarge our production capacities in accordance with the corporate development strategies for instance, establishing wholly-owned subsidiaries, Yusei (China) Mould Co. Ltd. in February 2007 and Suzhou Yusei Machinery Co. Ltd. in August 2007, and acquiring production facility of 26,727 sq. metre in Suzhou, Jiangsu province. The two companies are expected to be ready for production at mid 2008. In response for the customers' demand, the Group will consider the feasibility to set up production facilities in other regions of the PRC.

## **PROPOSED DIVIDEND**

The Directors do not recommend the payment of an interim dividend for the three months ended 31 March 2008 (2007: Nil) and no closure of the register of members will be made accordingly.

## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES OF THE COMPANY**

The Shares of the Company were listed on GEM of the Stock Exchange on 13 October 2005. The interests and/or short position of the Directors and chief executives of the Company in the Shares, underlying shares in respect of equity derivatives and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which was required, (a) to notify to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be entered in the register required to be kept therein, pursuant to section 352 of the

SFO; or (c) to notify to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors referred to in Rule 5.46 of the GEM Listing Rules are as follows:

Name of Company	Name of Director	Capacity			Number of shares		Approximate Percentage of interests
		Personal Interests	Family Interests	Corporate Interests	Long Position	Short Position	
Company	Mr. Katsutoshi Masuda ("Mr. Masuda") (Note 1)	-	-	105,600,000 shares	105,600,000 shares	-	66%
Company	Toshimitsu Masuda (Note 2)	-	-	105,600,000 shares	105,600,000 shares	-	66%
Company	Xu Yong	9,600,000 shares	-	-	9,600,000 shares	-	6%
Yusei Machinery Corporation ("Yusei Japan")	Mr. Masuda (Note 3)	21,960 shares	2,100 shares	25,760 shares	49,820 shares	-	71.2%
Yusei Japan	Toshimitsu Masuda (Note 4)	1,700 shares	-	25,760 shares	27,460 shares	-	39.2%
Yusei Japan	Keisuke Murakoshi	6,370 shares	-	-	-	-	9.1%
Yusei Japan	Akio Suzuki	12,110 shares	-	-	-	-	17.3%

Notes:

1. Mr. Masuda is deemed to be interested in 71.2% of the issued share capital in Yusei Japan pursuant to the SFO. Yusei Japan is interested in 66% in the issued share capital of the Company and that Yusei Japan or its directors are accustomed or obliged to act in accordance with the directions or instructions of Mr. Masuda. By virtue of SFO, Mr. Masuda is deemed to be interested in 105,600,000 Shares held by Yusei Japan.
2. Mr. Toshimitsu Masuda, (son of Mr. Masuda) holds 50% of the issued share capital of Conpri. Conpri is interested in 36.8% in the issued share capital of Yusei Japan which in turn is interested in 66% in the issued share capital of the Company. By virtue of SFO, Mr. Toshimitsu Masuda is deemed to be interested in 105,600,000 Shares through his shareholding in Conpri.
3. Mr. Masuda holds 30% of the issued share capital of Conpri. Conpri or its directors are accustomed or obliged to act in accordance with the directions or instructions of Mr. Masuda. By virtue of SFO, Mr. Masuda is deemed to be interested in 25,760 shares in Yusei Japan held by Conpri.
4. Mr. Toshimitsu Masuda, (son of Mr. Masuda) holds 50% of the issued share capital of Conpri. Conpri is interested in 36.8% of the issued share capital of Yusei Japan. By virtue of SFO, Mr. Toshimitsu Masuda is deemed to be interested in 25,760 shares in Yusei Japan held by Conpri.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

The Shares of the Company were listed on GEM of the Stock Exchange on 13 October 2005. So far as the Directors are aware, the following persons (other than the Directors or chief executive of the Company) had an interest and/or a short position in the shares or underlying shares in respect of equity derivatives of the Company that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/or who are directly or indirectly interests in 5% or

more of the nominal value of any class of share capital carrying right to vote in all circumstances at general meetings of any other member of the Group will be as follows:

Name of Company	Number of shareholder	Capacity	Number of shares		Approximate percentage of interests
			Long Position	Short Position	
Company	Yusei Japan	Beneficial Owner	105,600,000 shares	-	66%
Company	Conpri (Note 1)	Corporate Interest	105,600,000 shares	-	66%
Company	Mrs. Echiko Masuda (Note 2)	Family Interests	105,600,000 shares	-	66%

*Notes:*

1. Conpri is interested in 36.8% in the issued share capital of Yusei Japan. By virtue of SFO, Conpri is deemed to be interested in 105,600,000 shares held by Yusei Japan.
2. Mrs. Echiko Masuda is the spouse of Mr. Masuda and is deemed to be interested in 105,600,000 Shares pursuant to the SFO.

## **DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES**

None of the Directors or their respective associates was granted by the Company or its subsidiary any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right as at 31 March 2008.

## **SHARE OPTION SCHEME**

The Company has adopted a share option scheme. A summary of the principle terms and conditions of the share option scheme are set out in the section headed "Summary of the terms of the Share Option Scheme" in Appendix V of the Prospectus. Up to 31 March 2008, no option has been granted pursuant to the share option scheme.

## **12 CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

During the three months ended 31 March 2008, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors.

## **AUDIT COMMITTEE**

The Company has established an audit committee comprising of the three independent non-executive directors, namely Mr. Hisaki Takabayashi, Mr. Fan Xiaoping and Mr. Lo Ka Wai, with written terms of reference in compliance with Rules 5.28 to 5.30 of the GEM Listing Rules. The primary duties of the audit committee are (i) to review, in draft form, the Company's annual report and accounts, half-yearly report and quarterly reports and providing advice and comments thereon to the Board; and (ii) to review and supervise the Company's financial reporting and internal control procedures. Mr. Lo Ka Wai is the chairman of the audit committee.

The audit committee has reviewed the Group's unaudited consolidated financial statements for the three months ended 31 March 2008, which was of an opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

## **PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES**

During the three months ended 31 March 2008, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

## **DIRECTORS' INTEREST IN A COMPLETING BUSINESS**

Yusei Japan is beneficially owned as to 66% equity interest of the Company. With its production and business operations based in Japan, Yusei Japan is principally engaged in the design, fabrication and sales of plastic injection moulds, and, to a lesser extent, the manufacture and sales of plastic component products. The plastic injection moulds fabricated by Yusei Japan are mainly applicable for the manufacture of headlight components including glass lens and reflector, automobile gauge board and other interior components for automobiles. Furthermore, Yusei Japan also fabricates plastic injection moulds for the manufacturing of peripheral plastic components for air conditioners and component parts for fishing tools.

Yusei Japan is owned as to approximately 36.8% by Conpri, as to approximately 31.4% by Mr. Masuda, as to approximately 17.3% by Mr. Akio Suzuki, as to approximately 9.1% by Mr. Keisuke Murakoshi, as to approximately 3.0% by Mrs. Echiko Masuda and as to approximately 2.4% by Mr. Toshimitsu Masuda, respectively. Conpri is a company incorporated in Japan with limited liability and is owned as to 50% by Mr. Toshimitsu Masuda, as to 30% by Mr. Masuda, and as to 20% by Mrs. Echiko Masuda. Mrs. Echiko Masuda and Mr. Toshimitsu Masuda are the spouse and son of Mr. Masuda, respectively. Mr. Katsutoshi Masuda, Mr. Akio Suzuki and Mr. Toshimitsu Masuda are the Company's non-executive directors and Mr. Keisuke Murakoshi is one of the Company's executive directors.

Notwithstanding that the Group and Yusei Japan are engaged in similar business activities to certain extent, there is a clear delineation and independence of the Group's business from that of Yusei Japan. In particular, the Group's target markets (being the PRC, Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC) are territorially different from that of Yusei Japan. The locations of the production facilities are different and separate between the Group and Yusei Japan. The management responsible for the day-to-day operations of the Group and Yusei Japan is also different. The Directors believe that Yusei Japan does not compete with the Group.

Notwithstanding that the Directors believe that Yusei Japan does not compete with the Group, to clearly delineate the business operations of the Group from that of Yusei Japan and to avoid any possible future competition with the Group, Yusei Japan and its shareholders (collectively "the Covenantors") have entered into a deed of non-competition dated 19 September 2005 (the "Deed of Non-competition"), pursuant to which each of the Covenantors irrevocably and unconditionally undertakes and covenants with the Company that each of the Covenantors shall:

- (1) not either on his/her/its own account or for any other person, firm or company, and (if applicable) shall procure that its subsidiaries (other than the Company and any member of the Group) or companies controlled by each of the Covenantors shall not either on its own behalf or as agent for any person, firm or company and either directly or indirectly (whether as a shareholder, partner, consultant or otherwise and whether for profit, reward or otherwise) at any time solicit, interfere with or endeavour to entice away from any member of the Group any person, firm, company or organisation who to its knowledge is from time to time or has at any time been a customer or supplier or a business partner of any member of the Group;
- (2) not either alone or jointly with any other person, firm or company, carry on (including but not limited to making investments, setting up distribution channels and/or liaison offices and creating business alliances), participate, be engaged, concerned or interested in or in any way assist in or provide support (whether financial, technical or otherwise) to any business similar to or which competes (either directly

or indirectly) or is likely to compete with the business of the design, development and fabrication of precision plastic injection moulds or the manufacturing of plastic components in the Group's Exclusive Markets or the provision of certain assembling and further processing of plastic components for customers (the "Business") from time to time carried out by any member of the Group (provision of assistance and support to the Group excepted) including the entering into of any contracts, agreements or other arrangements in relation to any of the above;

- (3) not directly or indirectly sell, distribute, supply or otherwise provide products that are within the Group's Product Portfolio to any purchaser or potential purchaser of any products within the Group's Product Portfolio in the Group's Exclusive Markets (the "Customers") and upon receipt of any enquiry from Customers for products which are within the Group's Product Portfolio, to refer to the Company or any member of the Group all such business opportunities received by the Covenantors and provide sufficient information to enable the Company or any member of Group to reach an informed view and assessment on such business opportunities;
- (4) not directly or indirectly sell, distribute, supply or otherwise provide any products that are within the Group's Product Portfolio where the relevant Covenantor(s) know(s), or is reasonably regarded as should have known, that such products are destined to be re-sold, re-distributed or re-supplied for the purpose of commercial exploitation in the Group's Exclusive Markets;
- (5) upon receipt of any order or enquiry from customers outside the Group's Exclusive Markets for products which are within the Group's Product Portfolio and where the relevant Covenantor(s) know(s), or is reasonably regarded as should have known, that such products are destined to be re-sold, re-distributed or re-supplied for the purpose of commercial exploitation in the Group's Exclusive Markets, the relevant Covenantor shall inform the Group in writing of such order or enquiry and refer such customer to contract directly with the Group for the order of the relevant product;



- (6) not do or say anything which may be harmful to the reputation of any member of the Group or which may lead any person to reduce their level of business with any member of the Group or seek to improve their terms of trade with any member of the Group; and
- (7) not solicit or entice or endeavour to solicit or entice any of the employees of or consultants to the Group to terminate their employment or appointment with any member of the Group.

Saved as disclosed above, none of the directors of the Company had an interest in a business which competes or may compete with the business of the Group.

## CORPORATE GOVERNANCE

Throughout the period, the Company was in compliance with the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules.

By order of the Board  
**Yusei Holdings Limited**  
**Katsutoshi Masuda**  
*Chairman*

PRC, 13 May 2008

*As at the date of this report, the Executive Directors are Mr. Keisuke Murakoshi and Mr. Xu Yong, the Non-executive Directors are Mr. Katsutoshi Masuda, Mr. Akio Suzuki, Mr. Toshimitsu Masuda and Mr. Toshinobu Ito and the Independent Non-Executive Directors are Mr. Lo Ka Wai, Mr. Fan Xiaoping and Mr. Hisaki Takabayashi.*