

XINYI ELECTRIC STORAGE HOLDINGS LIMITED

信義儲電控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 08328



2022

THIRD QUARTERLY
REPORT

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

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*This report, for which the board (the “**Board**”) of the directors (the “**Directors**”) of Xinyi Electric Storage Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2022

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022	2021	2022	2021
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	2	346,810	137,231	697,073	253,059
Cost of revenue		(287,667)	(103,429)	(556,434)	(193,622)
Gross profit		59,143	33,802	140,639	59,437
Other income	3	1,623	2,451	5,290	13,921
Other gains/(losses), net	3	5,242	(189)	5,588	(2,660)
Impairment loss on a financial asset		—	—	—	(3,135)
Selling and marketing costs		(5,077)	(4,257)	(12,550)	(7,802)
Administrative expenses		(16,774)	(17,677)	(55,499)	(37,773)
Share of results of an associate		—	—	(1)	—
Operating profit		44,157	14,130	83,467	21,988
Finance income		553	671	1,514	1,236
Finance costs		(3,104)	—	(4,212)	—
Profit before income tax		41,606	14,801	80,769	23,224
Income tax expense	4	(8,542)	(4,052)	(21,759)	(6,683)
Profit for the period		33,064	10,749	59,010	16,541
Other comprehensive income:					
<i>Item that may be subsequently reclassified to profit or loss:</i>					
Exchange differences on translation of financial statements of operations		(57,502)	53	(88,026)	3,661
Total comprehensive income for the period		(24,438)	10,802	(29,016)	20,202

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the three months and nine months ended 30 September 2022

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022	2021	2022	2021
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Profit for the period					
attributable to:					
– owners of the Company		28,612	8,637	50,454	14,025
– non-controlling interests		4,452	2,112	8,556	2,516
		33,064	10,749	59,010	16,541
Total comprehensive					
income for the period					
attributable to:					
– owners of the Company		(27,833)	8,774	(36,383)	17,756
– non-controlling interests		3,395	2,028	7,367	2,446
		(24,438)	10,802	(29,016)	20,202
		HK cents	HK cents (Restated)	HK cents	HK cents (Restated)
Earnings per share					
attributable to owners of					
the Company for					
the period					
– Basic	6(a)	3.88	1.29	6.92	2.10
– Diluted	6(b)	3.85	1.28	6.87	2.08

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2022

	Attributable to owners of the Company										
	Share capital	Share premium	Capital reserves	Share-based payments reserve	Exchange reserve	Financial asset fair value through other comprehensive income reserve	Statutory reserves	Retained profits	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2022											
(Audited)	7,133	462,176	13,587	3,059	26,149	16,658	15,113	210,091	753,966	15,368	769,334
Comprehensive income											
Profit for the period	-	-	-	-	-	-	-	50,454	50,454	8,556	59,010
Other comprehensive income											
Exchange differences on translation of financial statements of operations	-	-	-	-	(86,837)	-	-	-	(86,837)	(1,189)	(88,026)
Total comprehensive income	-	-	-	-	(86,837)	-	-	50,454	(36,383)	7,367	(29,016)
Transactions with owners											
Issue of shares by rights issue, net of expenses	714	392,487	-	-	-	-	-	-	393,201	-	393,201
Employees share option scheme:											
— proceed from issue of shares	3	671	-	(152)	-	-	-	-	522	-	522
— share-based payment expense	-	-	-	2,371	-	-	-	-	2,371	-	2,371
Appropriation to statutory reserve	-	-	-	-	-	-	1,608	(1,608)	-	-	-
Total transactions with owners	717	393,158	-	2,219	-	-	1,608	(1,608)	396,094	-	396,094
Balance at 30 September 2022											
(Unaudited)	7,850	855,334	13,587	5,278	(60,688)	16,658	16,721	258,937	1,113,677	22,735	1,136,412

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the nine months ended 30 September 2022

	Attributable to owners of the Company										
	Share capital HK\$'000	Share premium HK\$'000	Capital reserves HK\$'000	Share-based payments reserve HK\$'000	Exchange reserve HK\$'000	Financial asset fair value through other comprehensive income reserve HK\$'000	Statutory reserves HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
Balance at 1 January 2021											
(Audited)	6,482	234,150	13,587	505	14,305	10,710	10,652	151,917	442,308	171	442,479
Comprehensive income											
Profit for the period	–	–	–	–	–	–	–	14,025	14,025	2,516	16,541
Other comprehensive income											
Exchange differences on translation of financial statements of operations	–	–	–	–	3,731	–	–	–	3,731	(70)	3,661
Total comprehensive income	–	–	–	–	3,731	–	–	14,025	17,756	2,446	20,202
Transactions with owners											
Capital injection from a non-controlling interest	–	–	–	–	–	–	–	–	–	11,564	11,564
Employees share option scheme:											
– proceed from issue of shares	3	569	–	(139)	–	–	–	–	433	–	433
– share-based payment expense	–	–	–	1,971	–	–	–	–	1,971	–	1,971
– adjustment relating to forfeiture of share options	–	–	–	(6)	–	–	–	6	–	–	–
Total transactions with owners	3	569	–	1,826	–	–	–	6	2,404	11,564	13,968
Balance at 30 September 2021											
(Unaudited)	6,485	234,719	13,587	2,331	18,036	10,710	10,652	165,948	462,468	14,181	476,649

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial information is presented in Hong Kong dollars (“**HK\$**”) which is the same as the functional currency of the Company.

New accounting policy adopted by the Group during the nine months ended 30 September 2022

Except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which are effective for the Group’s financial year beginning on 1 January 2022, the accounting policies applied in preparing this unaudited condensed consolidated financial information for the nine months ended 30 September 2022 are consistent with those of the annual financial statements for the year ended 31 December 2021, which have been prepared in accordance with HKFRSs. The unaudited condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2021.

The Group has not applied the new and revised HKFRSs that have been issued by the HKICPA but are not yet effective. The Group has commenced an assessment of the impact of these new standards and amendments, but is not yet in a position to state whether they would have a significant impact on its results and financial position.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

2. REVENUE

An analysis of the revenue from the Group's principal activities, which is also the Group's turnover, is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Electric storage business	74,644	28,658	140,987	72,569
Engineering, procurement and construction services for photovoltaic power stations (the "EPC Services")	227,287	75,391	469,985	104,789
Photovoltaic films ("PV Films")	19,112	—	28,388	—
Automobile glass repair and replacement services	13,039	11,986	33,696	31,957
Others (Trading of forklift and wind farm related business)	12,728	21,196	24,017	43,744
	346,810	137,231	697,073	253,059

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

3. OTHER INCOME AND OTHER GAINS/(LOSSES), NET

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Other income				
Government grants	438	1,550	3,203	2,814
Compensation from landlord	—	—	—	9,986
Others	1,185	901	2,087	1,121
	<u>1,623</u>	<u>2,451</u>	<u>5,290</u>	<u>13,921</u>
Other gains/(losses), net				
Net gains/(losses) on disposal of old facilities, scrapped materials or property, plant and equipment	2,712	793	4,017	(2,399)
Rent concessions	—	—	48	—
Exchange gains/(losses), net	2,530	(982)	1,523	(261)
	<u>5,242</u>	<u>(189)</u>	<u>5,588</u>	<u>(2,660)</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

4. INCOME TAX EXPENSE

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Current income tax				
– Hong Kong profits tax (note (a))	104	86	267	86
– The People's Republic of China (the "PRC") corporate income tax (note (b))	3,688	518	8,811	2,030
– Canadian corporate income tax (note (c))	602	3,480	1,606	4,663
	<u>4,394</u>	<u>4,084</u>	<u>10,684</u>	<u>6,779</u>
Deferred tax charge/(credit)	<u>4,148</u>	<u>(32)</u>	<u>11,075</u>	<u>(96)</u>
	<u><u>8,542</u></u>	<u><u>4,052</u></u>	<u><u>21,759</u></u>	<u><u>6,683</u></u>

Notes:

- (a) Hong Kong profits tax has been provided for at the two-tiered rate of 8.25% (2021: 8.25%) for the first HK\$2 million of the estimated assessable profits for one of the Group's Hong Kong subsidiaries for the period and 16.5% (2021: 16.5%) on the remaining estimated assessable profits for the period.
- (b) One of the PRC subsidiaries, being qualified as a New and High Technology Enterprise, is entitled to a preferential corporate income tax rate of 15% (2021: 15%). Other subsidiaries of the Group in the PRC are subject to standard tax rate of 25% (2021: 25%). Provision for the PRC corporate income tax is calculated at 15% - 25% (2021: 15% - 25%) on estimated assessable profit for the period.
- (c) Canadian corporate income tax is provided on the estimated assessable profits at the federal tax rate of 15% (2021: 15%) and provincial tax rates at rates prevailing in relevant provinces of 8% - 16% (2021: 8% - 16%) for the period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

5. DIVIDENDS

The Board does not recommend the payment of dividend for the nine months ended 30 September 2022 (2021: Nil).

6. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the nine months ended 30 September 2022 which was adjusted to reflect the bonus element arising from the rights issue completed in September 2022 (2021: the weighted average number of ordinary shares in issue were restated to reflect the bonus element arising from the rights issue completed in September 2022 and December 2021).

	Three months ended 30 September		Nine months ended 30 September	
	2022 (Unaudited)	2021 (Unaudited)	2022 (Unaudited)	2021 (Unaudited)
Profit attributable to owners of the Company (HK\$'000)	<u>28,612</u>	8,637 (Restated)	<u>50,454</u>	14,025 (Restated)
Weighted average number of ordinary shares in issue (thousands)	<u>736,736</u>	668,646 (Restated)	<u>728,860</u>	668,558 (Restated)
Basic earnings per share (HK cents)	<u>3.88</u>	1.29	<u>6.92</u>	2.10

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

6. EARNINGS PER SHARE (CONTINUED)

(b) Diluted earnings per share (Continued)

For the nine months ended 30 September 2022 and 2021, the Company had dilutive potential ordinary shares from share options. The calculation for share options was determined by the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above was compared with the number of shares that would have been issued assuming the exercise of the share options. The number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the period) for the same total proceeds was the number of shares issued for no consideration. The resulting number of shares issued for no consideration was included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share.

	Three months ended 30 September		Nine months ended 30 September	
	2022 (Unaudited)	2021 (Unaudited)	2022 (Unaudited)	2021 (Unaudited)
Profit attributable to owners of the Company used to determine the diluted earnings per share (HK\$'000)	<u>28,612</u>	<u>8,637</u> (Restated)	<u>50,454</u>	<u>14,025</u> (Restated)
Weighted average number of ordinary shares in issue (thousands)	<u>736,736</u>	668,646	<u>728,860</u>	668,558
Adjustment for share options (thousands)	<u>6,557</u>	6,755	<u>5,279</u>	6,112
	<u>743,293</u>	<u>675,401</u> (Restated)	<u>734,139</u>	<u>674,670</u> (Restated)
Diluted earnings per share (HK cents)	<u>3.85</u>	<u>1.28</u>	<u>6.87</u>	<u>2.08</u>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group recorded a significant increase in revenue by 175.5% from HK\$253.1 million for the nine months ended 30 September 2021 to HK\$697.1 million for the nine months ended 30 September 2022. Profit attributable to owners of the Company also increased significantly by 259.7% from HK\$14.0 million for the nine months ended 30 September 2021 to HK\$50.5 million for the nine months ended 30 September 2022. The remarkable performance was primarily due to the increase in the sales revenue and gross profit attributable to the EPC Services in the nine months ended 30 September 2022. The following sets forth brief information on the principal business segments of the Group.

New Energy - Electric Storage Business

The Group has production facilities in Zhangjiagang, Jiangsu Province for the manufacturing and sales of lithium battery and electric storage products. Through the integrated research and development (R&D), design, production, system integration and services centered on self-produced lithium batteries, the Group has fully leveraged the competitive advantage of the vertically integrated industrial chain.

The electric storage business of the Group mainly focuses on the development and sales of the industrial and commercial energy storage products as well as the household energy storage products. The Group's products are mainly sold and installed in integrated systems comprising lithium batteries, battery management systems and other components (such as energy management systems and power conditioning systems). The Group's electric storage products for industrial and commercial use are mainly being used as energy storage systems to facilitate load shifting and power stabilisation, and also being used as uninterruptible power supply. The Group's electric storage products for household use mainly include micro energy storage products and portable electric vehicle chargers.

New Energy – EPC Services

The Group is engaged in the EPC Services to customers in the PRC for the installation of distributed photovoltaic power stations in their premises.

In addition to the domestic market in the PRC, the Group has a subsidiary in Canada, namely Polaron Energy Corp., for the provision of EPC Services for household users in the overseas market.

Driven by the increasing demand for solar energy, the Group successfully undertook more EPC Services contracts in the PRC and Canada, which resulted in a significant increase in the revenue attributable to the EPC Services during the nine months ended 30 September 2022 as compared to the same period last year.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

New Energy - PV Films

Since the fourth quarter of 2021, the Group has been actively preparing for the development of the production and sales of PV Films products. PV Films products of the Group are used as encapsulant materials for solar modules. The Group is in the process of constructing and installing PV Films production facility in Wuhu City, Anhui Province. Other than that, the Group is also setting up PV Films production lines in Malaysia that are expected to be installed in the fourth quarter of 2022.

Automobile Glass Repair and Replacement Services

The Group operates four service centres and a motorcade service team for the automobile glass repair and replacement services in Hong Kong.

FINANCIAL REVIEW

Revenue

For the nine months ended 30 September 2022, the Group's revenue was HK\$697.1 million (2021: HK\$253.1 million), representing an increase by 175.5% mainly attributable to the change in revenue contribution by business segments as analysed as follows:

	Nine months ended 30 September					
	2022		2021		Increase/(Decrease)	
	HK\$'million	%	HK\$'million	%	HK\$'million	%
Electric storage business	141.0	20.2	72.6	28.7	68.4	94.2
EPC Services	470.0	67.5	104.8	41.4	365.2	348.5
PV Films	28.4	4.1	—	—	28.4	N/A
Automobile glass repair and replacement services	33.7	4.8	32.0	12.6	1.7	5.3
Others (Trading of forklift and wind farm related business)	24.0	3.4	43.7	17.3	(19.7)	(45.1)
Total revenue	<u>697.1</u>	<u>100.0</u>	<u>253.1</u>	<u>100.0</u>	<u>444.0</u>	<u>175.5</u>

The increase in revenue was primarily because of the following reasons:

- the increase in revenue attributable to the EPC Services, which contributed revenue amounting to HK\$470.0 million (2021: HK\$104.8 million) during the nine months ended 30 September 2022, which was mainly due to the increase in number of EPC Services contracts undertaken in the PRC and Canada during the period;

MANAGEMENT DISCUSSION AND ANALYSIS

(CONTINUED)

- (b) the increase in revenue attributable to the electric storage business, which contributed revenue amounting to HK\$141.0 million (2021: HK\$72.6 million) for the nine months ended 30 September 2022, which was mainly due to the increase in sales of industrial and commercial energy storage systems during the period;
- (c) the increase in revenue attributable to our new business, the production and sales of PV Films, commenced from the fourth quarter of 2021, which contributed revenue amounting to HK\$28.4 million for the nine months ended 30 September 2022; and
- (d) partially offset by the decrease in revenue attributable to "Others" business segment by 45.1%, which was mainly due to the decrease in sales of the forklifts.

Cost of revenue

Cost of revenue mainly comprised of material cost, labour cost and depreciation charge. The cost of revenue increased by HK\$362.8 million from HK\$193.6 million for the nine months ended 30 September 2021 to HK\$556.4 million for the nine months ended 30 September 2022, which was consistent with the increase in revenue during the period.

Gross profit

The gross profit increased by HK\$81.2 million from HK\$59.4 million for the nine months ended 30 September 2021 to HK\$140.6 million for the nine months ended 30 September 2022, which was mainly due to the increase in revenue during the period. The gross profit margin decreased from 23.5% for the nine months ended 30 September 2021 to 20.2% for the nine months ended 30 September 2022, which was mainly due to (i) the increase in overall costs incurred for the electric storage business and the EPC Services and (ii) the lower gross profit margin of the PV Films during the start-up phase of the new business.

Other income

Other income for the nine months ended 30 September 2022 mainly represented government grants amounting to HK\$3.2 million (2021: HK\$2.8 million) which included the government grants from the PRC government in relation to the tax subsidy and R&D and from the Hong Kong government in relation to the Employment Support Scheme granted to the automobile glass repair and replacement services business.

Other income for the nine months ended 30 September 2021 mainly represented the government grants from the PRC government and the compensation from the PRC government in relation to the early termination of lease agreements for our factory and office premises in Wuhu City, Anhui Province, the PRC.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Other gains/(losses), net

Other gains, net for the nine months ended 30 September 2022 mainly included the gains on disposal of scrapped materials arising from the production during the period.

Other losses, net for the nine months ended 30 September 2021 mainly included the write off of certain plant and equipment of factory premises as a result of the move out as set out above; and partially offset by the gains on disposal of scrapped materials.

Expenses

Selling and marketing costs increased by HK\$4.8 million from HK\$7.8 million for the nine months ended 30 September 2021 to HK\$12.6 million for the nine months ended 30 September 2022, which was mainly due to (i) the increase in employee benefit expense as a result of the increase in average number of employees during the period and (ii) the increase in expenses in connection with selling activities such as transportation cost for delivering products to customers.

Administrative expenses increased by HK\$17.7 million from HK\$37.8 million for the nine months ended 30 September 2021 to HK\$55.5 million for the nine months ended 30 September 2022, primarily due to (i) the increase in employee benefit expense as a result of the increase in average number of employees during the period and the share-based compensation for share options granted and (ii) the increase in the expenditure for R&D of the Group's products.

Profit attributable to owners of the Company

Profit attributable to owners of the Company for the nine months ended 30 September 2022 amounted to HK\$50.5 million (2021: HK\$14.0 million). The increase in the profitability was mainly attributable to the operating performance of the Group as analysed above.

Rights Issue

In September 2022, the Company raised net proceeds of approximately HK\$393.2 million on the basis of one (1) rights share (the "**Rights Share**") for every ten (10) ordinary shares of the Company (the "**Shares**") held on 18 August 2022 (i.e. the record date) by issuing 71,367,861 Rights Shares at the subscription price of HK\$5.52 per Rights Share to the qualified shareholders of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

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

As of 30 September 2022, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have taken under such provisions of the SFO); or (b) entered in the register kept by the Company pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in the Shares

Director/ Chief Executive	Capacity	Name of the controlled corporation	Number of issued Shares held	Approximate percentage of the issued share capital of the Company (%)
Tan Sri Datuk TUNG Ching Sai <i>P.S.M, D.M.S.M, J.P.</i>	Interest in a controlled corporation	Copark ⁽¹⁾ (as defined below)	46,114,672	5.87
		Full Guang ⁽³⁾ (as defined below)	9,441,143	1.20
	Personal interest/ Spouse interest ⁽¹⁾		122,495,571	15.60
	Interest in persons acting in concert ⁽²⁾		393,466,542	50.12
Mr. NG Ngan Ho	Interest in a controlled corporation	Linkall ⁽⁴⁾ (as defined below)	25,195,745	3.21
		Full Guang ⁽³⁾ (as defined below)	9,441,143	1.20
	Personal interest		1,343,100	0.17
	Interest in persons acting in concert ⁽²⁾		535,537,940	68.22
Ms. LI Pik Yung	Personal interest		102,955	0.01
Mr. WANG Mohan	Personal interest		62,000	0.01

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Notes:

- (1) Tan Sri Datuk TUNG Ching Sai, J.P. is the beneficial owner of all the issued share capital of Copark Investment Limited ("**Copark**"), a company incorporated in the British Virgin Islands (the "**BVI**") and wholly-owned by Tan Sri Datuk TUNG Ching Sai, J.P., which is the registered owner of 46,114,672 Shares. Tan Sri Datuk TUNG Ching Sai, J.P. also has personal interest in 527,802 Shares held in his own name and 121,967,769 Shares held through his spouse, Puan Sri Datin SZE Tan Hung.
- (2) Pursuant to the shareholders' agreement dated 25 June 2016 entered into amongst the controlling shareholders (as defined in the GEM Listing Rules) (the "**Shareholders' Agreement**"), the parties have agreed to grant a right of first offer to the other parties to the agreement if they want to sell their Shares allotted to them under the Xinyi Glass Distribution (as defined in the prospectus of the Company dated 28 June 2016).
- (3) The interests in the Shares are held through Full Guang Holdings Limited ("**Full Guang**"), a company incorporated in the BVI with limited liability on 19 December 2005. Full Guang is owned by Dr. LEE Yin Yee, B.B.S. as to 33.98%, Mr. TUNG Ching Bor as to 16.20%, Tan Sri Datuk TUNG Ching Sai, J.P. as to 16.20%, Mr. LEE Sing Din as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.
- (4) Mr. NG Ngan Ho is the beneficial owner of all the issued share capital of Linkall Investment Limited ("**Linkall**"), a company incorporated in the BVI and wholly-owned by Mr. NG Ngan Ho, which is the registered owner of 25,195,745 Shares.

(ii) *Share options of the Company*

Director/Chief Executive	Capacity	Number of share options outstanding	Approximate percentage of the issued share capital of the Company (%)
Ms. LI Pik Yung	Personal interest	203,178	0.03
Mr. WANG Mohan	Personal interest	4,660,296	0.59

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

(iii) Interest in the shares of associated corporations of the Company

Name of associated corporation	Director	Class and number of shares held in the associated corporation	Approximate percentage of the associated corporation's issued share capital (%)
Copark	Tan Sri Datuk TUNG Ching Sai, J.P.	2 ordinary shares	100.00
Linkall	Mr. NG Ngan Ho	2 ordinary shares	100.00
Full Guang	Tan Sri Datuk	350,000	16.20
	TUNG Ching Sai, J.P. Mr. NG Ngan Ho	ordinary shares 80,000 ordinary shares	3.70

Save as disclosed above, as of 30 September 2022, to the knowledge of the Company, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO); or (b) entered in register kept by the Company pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings concerning securities transaction set forth in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with all the Directors, all Directors confirmed that they had fully complied with the required standard of dealings as set forth in Rules 5.48 to 5.67 of the GEM Listing Rules and there was no event of any non-compliance during the nine months ended 30 September 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

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

So far as is known to the Directors, as of 30 September 2022, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have interests or short positions in the Shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions in the Shares

Shareholder	Capacity	Number of issued Shares held	Approximate percentage of the issued share capital of the Company (%)
Dr. LEE Yin Yee, B.B.S.	Interest in a controlled corporation ⁽³⁾	132,990,198	16.94
	Interest in a controlled corporation ⁽⁴⁾	2,720,960	0.35
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest ⁽³⁾	41,311,215	5.26
	Interest in persons acting in concert ⁽²⁾	385,054,412	49.05
Mr. TUNG Ching Bor	Interest in a controlled corporation ⁽⁵⁾	48,878,216	6.23
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest ⁽⁵⁾	10,855,152	1.38
	Interest in persons acting in concert ⁽²⁾	502,343,417	63.99
Mr. LEE Sing Din	Interest in a controlled corporation ⁽⁶⁾	46,048,013	5.87
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest	3,769,755	0.48
	Interest in persons acting in concert ⁽²⁾	512,259,017	65.25
Mr. LI Ching Wai	Interest in a controlled corporation ⁽⁷⁾	21,323,578	2.72
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Interest in persons acting in concert ⁽²⁾	540,753,207	68.88
Mr. LI Man Yin	Interest in a controlled corporation ⁽⁸⁾	14,473,366	1.84
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest ⁽⁸⁾	1,876,710	0.24
	Interest in persons acting in concert ⁽²⁾	545,726,709	69.52

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Shareholder	Capacity	Number of issued Shares held	Approximate percentage of the issued share capital of the Company (%)
Mr. SZE Nang Sze	Interest in a controlled corporation ⁽⁹⁾	20,909,316	2.66
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest	1,212,420	0.15
	Interest in persons acting in concert ⁽²⁾	539,955,049	68.78
Mr. LI Ching Leung	Interest in a controlled corporation ⁽¹⁰⁾	14,287,863	1.82
	Interest in a controlled corporation ⁽¹⁾	9,441,143	1.20
	Personal interest/Spouse interest ⁽¹⁰⁾	6,270,935	0.80
	Interest in persons acting in concert ⁽²⁾	541,517,987	68.98
Madam TUNG Hai Chi	Interest in a controlled corporation ⁽⁴⁾	2,720,960	0.35
	Personal interest/Spouse interest ⁽¹¹⁾	568,796,968	72.45
Puan Sri Datin SZE Tan Hung	Personal interest/Spouse interest ⁽¹²⁾	571,517,928	72.80

Notes:

- The interests in the Shares are held through Full Guang. Full Guang is owned by Dr. LEE Yin Yee, B.B.S. as to 33.98%, Mr. TUNG Ching Bor as to 16.20%, Tan Sri Datuk TUNG Ching Sai, J.P. as to 16.20%, Mr. LEE Sing Din as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.
- Pursuant to the Shareholders' Agreement, each of the parties has agreed to grant a right of first offer to the other parties if any of them intends to sell their Shares allotted to them under the Xinyi Glass Distribution (as defined in the prospectus of the Company dated 28 June 2016).
- Dr. LEE Yin Yee, B.B.S.'s interests in 132,990,198 Shares are held through Realbest Investment Limited, a company incorporated in the BVI with limited liability and wholly-owned by Dr. LEE Yin Yee, B.B.S.. Dr. LEE Yin Yee, B.B.S.'s interests in 41,311,215 Shares are held through a joint account with his spouse, Madam TUNG Hai Chi.
- The interests in 2,720,960 Shares are held through Xin Yuen Investment Limited, a company incorporated in the BVI with limited liability on 17 January 2019, which is wholly-owned by Xin Wong Investment Limited ("**Xin Wong**"). Xin Wong is 50% owned by Dr. LEE Yin Yee, B.B.S. and 50% owned by his spouse, Madam TUNG Hai Chi.
- Mr. TUNG Ching Bor's interests in 48,878,216 Shares are held through High Park Technology Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. TUNG Ching Bor. Mr. TUNG Ching Bor's interests in 10,855,152 Shares are held through a joint account with his spouse, Madam KUNG Sau Wai.
- Mr. LEE Sing Din's interests in 46,048,013 Shares are held through Telerich Investment Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. LEE Sing Din.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

- (7) Mr. LI Ching Wai's interests in 21,323,578 Shares are held through Goldbo International Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. LI Ching Wai.
- (8) Mr. LI Man Yin's interests in 14,473,366 Shares are held through Perfect All Investments Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. LI Man Yin. Mr. LI Man Yin's interests in 1,876,710 Shares are held through a joint account with his spouse, Madam LI Sau Suet.
- (9) Mr. SZE Nang Sze's interests in 20,909,316 Shares are held through Goldpine Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. SZE Nang Sze.
- (10) Mr. LI Ching Leung's interests in 14,287,863 Shares are held through Herosmart Holdings Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. LI Ching Leung. Mr. LI Ching Leung has personal interests in 6,198,335 Shares held in his own name and 72,600 Shares held through his spouse, Madam DY Maria Lumin.
- (11) Madam TUNG Hai Chi's interests in 41,311,215 Shares are held through a joint account with her spouse, Dr. LEE Yin Yee, B.B.S. and 527,485,753 Shares are held through her spouse, Dr. LEE Yin Yee, B.B.S..
- (12) Puan Sri Datin SZE Tan Hung has personal interests in 121,967,769 Shares held in her own name and 449,550,159 Shares held through her spouse, Tan Sri Datuk TUNG Ching Sai, J.P..

Save as disclosed above, as of 30 September 2022, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme (the "**Scheme**") was adopted by the shareholders of the Company (the "**Shareholders**") at the annual general meeting held on 31 May 2017 and will be valid for a period of ten years from the date of adoption of the Scheme. The Company has granted 4,600,000 share options under the Scheme during the nine months ended 30 September 2022 (including 1,500,000 share options subsequently cancelled on 9 August 2022). As of 30 September 2022, a total of 14,627,788 share options were still outstanding under the Scheme.

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

During the nine months ended 30 September 2022, neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

NO COMPETING BUSINESS

The Company and Xinyi Solar Holdings Limited ("**Xinyi Solar**") (stock code: 00968), a company listed on the Main Board of the Stock Exchange, are both engaged in the provision of EPC Services. Xinyi Solar is controlled by certain Directors and controlling shareholders of the Company. Arrangements have been in place to ensure that there will be no competing business between the Company and Xinyi Solar in terms of geographical locations. There is no overlapping customer between the Company and Xinyi Solar.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Save as disclosed above, as far as the Directors are aware of, during the nine months ended 30 September 2022, none of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) or their respective associates (as defined in the GEM Listing Rules) have any interests in a business which competed or may compete, either directly or indirectly, with the business of the Group or have any other conflicts of interests which any such person has or may have with the Group.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company's corporate governance practices are based on the principles and code provisions of the Corporate Governance Code (the "**CG Code**") as set forth in Part 2 of Appendix 15 to the GEM Listing Rules. The Directors will continue to review its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of shareholders and other stakeholders of the Company. During the nine months ended 30 September 2022, the Company had complied with the applicable code provisions set forth in the CG Code.

DIVIDEND

The Board does not recommend the payment of dividend for the nine months ended 30 September 2022 (2021: Nil).

AUDIT COMMITTEE

The Company has established an audit committee of the Board (the "**Audit Committee**") with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Group, nominate and monitor external auditors and provide advice and comments to the Board on matters related to corporate governance. The members of the Audit Committee include three independent non-executive Directors, namely Mr. WANG Guisheng, Mr. NG Wai Hung and Mr. CHAN Hak Kan, S.B.S, J.P.. Mr. WANG Guisheng is the chairman of the Audit Committee.

The unaudited condensed consolidated financial information of the Company for the nine months ended 30 September 2022 and this report have been reviewed by the Audit Committee.

By order of the Board
Xinyi Electric Storage Holdings Limited
Tan Sri Datuk TUNG Ching Sai P.S.M, D.M.S.M, J.P.
Chairman

Hong Kong, 7 November 2022

As of the date of this report, the executive Directors are Mr. NG Ngan Ho and Ms. LI Pik Yung, the non-executive Directors are Tan Sri Datuk TUNG Ching Sai P.S.M, D.M.S.M, J.P. (Chairman) and Mr. LEE Shing Kan, and the independent non-executive Directors are Mr. WANG Guisheng, Mr. NG Wai Hung and Mr. CHAN Hak Kan, S.B.S, J.P..