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Zhongshi Minan Holdings Limited

中食民安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

2023 THIRD QUARTERLY RESULTS ANNOUNCEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of Zhongshi Minan Holdings Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively the “**Group**”) for the nine months ended 30 September 2023. This announcement, containing the full text of the 2023 third quarterly report of the Group, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of third quarterly results.

By Order of the Board
Zhongshi Minan Holdings Limited
WANG Lei
*Co-Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 13 November 2023

As at the date of this announcement, the executive Directors are Mr. WANG Lei, Mr. FENG Wei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Lili; and the Non-Executive Directors are Mr. WANG Bing and Mr. ZHAO Yanjiao; and the Independent Non-Executive Directors are Mr. CHEN Huichun, Mr. ZHAO Wei and Mr. GAO Yan.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.zhongshiminanholdings.com.

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

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Zhongshi Minan 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. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading and all opinions expressed in the report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This report will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of its posting. This report will also be published on the website of the Company at www.zhongshiminanholdings.com.

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. WANG Lei
(Co-Chairman and Chief Executive Officer)
Mr. FENG Wei *(Co-Chairman)*
Mr. CHUA Boon Hou (CAI Wenhao)
Ms. WU Lili

NON-EXECUTIVE DIRECTORS

Mr. WANG Bing
Mr. ZHAO Yanjiao

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEN Huichun
Mr. GAO Yan
Mr. ZHAO Wei

AUDIT COMMITTEE

Mr. GAO Yan *(Chairman)*
Mr. CHEN Huichun
Mr. ZHAO Wei

REMUNERATION COMMITTEE

Mr. GAO Yan *(Chairman)*
Mr. WANG Lei
Mr. ZHAO Wei

NOMINATION COMMITTEE

Mr. ZHAO Wei *(Chairman)*
Mr. CHEN Huichun
Mr. WANG Lei

RISK MANAGEMENT COMMITTEE

Mr. ZHAO Wei *(Chairman)*
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. WANG Lei

COMPLIANCE OFFICER

Mr. CHUA Boon Hou (CAI Wenhao)

COMPANY SECRETARY

Mr. LO Kam Tai

AUTHORISED REPRESENTATIVES

Mr. CHUA Boon Hou (CAI Wenhao)
Mr. LO Kam Tai

AUDITOR

CCTH CPA Limited
Certified Public Accountants
Unit 1510–1517, 15/F, Tower 2
Kowloon Commerce Centre
No. 51 Kwai Cheong Road, Kwai Chung
New Territories, Hong Kong

PRINCIPAL BANKS

DBS Bank Limited
United Overseas Bank Limited
China Merchants Bank

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
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PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN SINGAPORE

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STOCK CODE

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COMPANY'S WEBSITE ADDRESS

www.zhongshiminanholdings.com

THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company is pleased to report the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months ended 30 September 2023 together with the unaudited comparative figures for the corresponding period in the year 2022.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)
REVENUE	3	5,500	6,654	17,351	17,757
Other income and gains		115	92	1,085	381
Items of expense					
Cost of materials		(2,634)	(3,408)	(8,550)	(9,908)
Marketing and advertising expenses		(31)	(18)	(93)	(72)
Employee benefits expense		(1,603)	(1,872)	(5,058)	(4,769)
Depreciation of property, plant and equipment		(72)	(345)	(284)	(1,074)
Depreciation of right-of-use assets		(169)	(170)	(509)	(510)
Amortisation of intangible assets		–	8	–	–
Finance costs		(24)	30	(61)	(77)
Other expenses		(2,010)	(686)	(3,670)	(1,655)
Profit/(loss) before tax		(928)	285	211	73
Income tax expense	4	1	(64)	(23)	(117)
Profit/(loss) for the period		(927)	221	188	(44)
OTHER COMPREHENSIVE INCOME					
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations		–	(10)	(30)	(9)
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE PERIOD		(927)	211	158	(53)
Profit/(loss) attributable to:					
Owners of the parent		(357)	213	757	(5)
Non-controlling interests		(570)	8	(569)	(39)
		(927)	221	188	(44)
Total comprehensive profit/(loss) attributable to:					
Owners of the parent		(357)	203	727	(14)
Non-controlling interests		(570)	8	(569)	(39)
		(927)	211	158	(53)
PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT					
– Basic and diluted (Singapore cent per share)	6	(0.046)	0.011	0.009	(0.002)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Share capital	Share premium	Other capital reserve	Merger reserve	Accumulated losses	Foreign currency translation reserve	Total	Non-controlling interests	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 1 January 2022 (Audited)	900	8,982	126	3,884	(6,248)	(16)	7,628	-	7,628
Loss for the period	-	-	-	-	(5)	-	(5)	(39)	(44)
Exchange differences on translation of foreign operations	-	-	-	-	-	(9)	(9)	-	(9)
Total comprehensive loss for the period	-	-	-	-	(5)	(9)	(14)	(39)	(53)
At 30 September 2022 (Unaudited)	900	8,982	126	3,884	(6,253)	(25)	7,614	(39)	7,575
At 1 January 2023 (Audited)	900	8,982	126	3,884	(6,323)	5	7,574	2	7,576
Profit/(loss) for the period	-	-	-	-	757	-	757	(569)	188
Exchange differences on translation of foreign operations	-	-	-	-	-	(30)	(30)	-	(30)
Total comprehensive profit/(loss) for the period	-	-	-	-	757	(30)	727	(569)	158
At 30 September 2023 (Unaudited)	900	8,982	126	3,884	(5,566)	(25)	8,301	(567)	7,734

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and nine months ended 30 September 2023

1. General information

Zhongshi Minan Holdings Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands on 17 March 2016. The registered office of the Company is at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong under Part 16 of the Companies Ordinance (CAP. 622) is at Room E, 15th Floor, Leahander Centre, 28 Wang Wo Tsai Street, Tsuen Wan, New Territories, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- maintenance and repair of passenger cars
- modification, tuning and grooming of the performance or appearance for passenger cars and trading of spare parts and accessories
- provision of motor finance services
- provision of a sales-integrated service platform
- trading of passenger cars
- development, manufacturing, consultancy and sale of smart kitchen appliances

2. Basis of preparation

The unaudited condensed consolidated financial statements has been prepared in accordance with International Financial Reporting Standards (“IFRSs”) which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

The Group has adopted all the new and revised IFRSs which have been issued and effective on 1 January 2023 by IASB that are relevant to its operations. The adoption of these new and revised IFRSs did not result in substantial changes to the Group’s accounting policies and has no material effect on the financial performance or position of the Group since last financial year end.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for an investment in a life insurance policy, which has been measured at fair value. The unaudited condensed consolidated financial statements are presented in Singapore dollar (“SGD” or “S\$”) and all values are rounded to the nearest thousand (“S\$’000”), except when otherwise indicated.

The basis of preparation and accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 30 September 2023 are consistent with those adopted in the preparation of the of the Group's consolidated financial statements for the year ended 31 December 2022 included in the 2022 Annual Report.

Basis of Consolidation

The unaudited condensed consolidated financial statements include the financial statements of the Company and its subsidiaries for the three months and nine months ended 30 September 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group income and expenses relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

3. Revenue

Revenue represents services rendered to customers and invoiced trading sales for the period.

	Three months ended 30 September		Nine months ended 30 September	
	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)
Revenue from contracts with customers	5,500	6,654	17,351	17,757

4. Income tax expense

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

Subsidiaries in Singapore are subject to taxation at a rate of 17% on the estimated profits arising in Singapore during the period.

Subsidiaries in the People's Republic of China (the "PRC") are subject to taxation at a rate of 25% on the estimated profits arising in PRC during the period.

	Three months ended 30 September		Nine months ended 30 September	
	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)
Current income tax – Current period	1	(64)	(23)	(117)
Tax expense for the period	1	(64)	(23)	(117)

5. Dividends

The Board did not recommend the payment of any dividend for the nine months ended 30 September 2023 (30 September 2022: Nil).

6. Profit/(loss) per share attributable to ordinary equity holders of the parent

As at 30 September 2023, the Company had 2,000,000,000 ordinary shares in issue. The calculation of basic earnings per share is based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)	2023 S\$'000 (Unaudited)	2022 S\$'000 (Unaudited)
Profit/(loss)				
Profit/(loss) for the period attributable to owners of the Company for the purpose of basic profit/(loss) per share	(927)	221	188	(44)
	Three months ended 30 September		Nine months ended 30 September	
	2023 '000 (Unaudited)	2022 '000 (Unaudited)	2023 '000 (Unaudited)	2022 '000 (Unaudited)
Number of Shares				
Weighted average number of ordinary shares for the purpose of basic profit/(loss) per share	2,000,000	2,000,000	2,000,000	2,000,000

Basic profit/(loss) per share for the nine months ended 30 September 2023 is S0.009 cents (2022: S(0.002) cents).

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group recorded a decrease in revenue of approximately S\$0.41 million or 2.3% from approximately S\$17.8 million for the nine months ended 30 September 2022 to approximately S\$17.35 million for the nine months ended 30 September 2023. The marginal drop in revenue was mainly attributed to the lower income from modification, tuning and grooming services for passenger cars in Singapore, which amounted to approximately S\$0.98 million, the decrease was partially compensated by additional revenue generated from our new business in Mainland China.

For the nine months ended 30 September 2023, the Group recorded a profit of approximately S\$0.19 million as compared to a loss of approximately S\$0.04 million for the corresponding period in 2022. The Group's profit position was mainly attributed to the gain from investment, which amounted approximately to S\$0.86 million, offset by substantial expenses incurred related to brand awareness and market expansion by the China entity.

The Group is a leading automotive service provider in Singapore. We have over 18 years of experience in the passenger car service industry and offer a comprehensive range of passenger car services. Our passenger car services in Singapore mainly include (i) maintenance and repair services; and (ii) modification, tuning and grooming services. These two services contributed approximately 89% or S\$15.4 million of total revenue for the period ended 30 September 2023 (30 September 2022: 92% or S\$16.2 million) and will continue to be a key focus of the Group.

We have the capability to maintain and repair a wide range of brands of passenger cars in Singapore and are equipped with diagnostic equipment for carrying out such services. We modify and tune mainly luxury and ultra-luxury passenger cars, providing services ranging from aesthetic modifications including installing body kits, to performance modifications including lowering the suspension of passenger cars and replacing the engine control unit. We also sell passenger car spare parts and accessories in Singapore and export to other countries, such as Malaysia, Indonesia, the United Kingdom, China and Thailand.

In 2022, the Group ventured into the new smart kitchen segment in Mainland China, adopting a multiple business development model which includes offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will create a complete vertical management system and commercial empowerment system, offering a full range of solutions from procurement, production, and sales for channels and traditional enterprises.

Outlook

The Certificate of entitlement (COE) premiums hit a record high in October 2023, driven by increasing demand against the tight supply of COEs. Under the Singapore government's zero-growth policy in the cars population, this means that the number of COE quotas issued is constrained by the number of old COEs deregistered. According to the statistics from the government of Singapore, as at 31 December 2022, the total number of motor vehicle population stood at 995,746 of which 650,667 are cars and private hire cars.

Further, under the Singapore Green Plan 2030, all new car and taxi registrations will be of cleaner-energy models from 2023 and a comprehensive EV Roadmap to drive EV adoption has been set out. A target of 60,000 EV charging points to be installed by 2030 to ensure the accessibility of charging infrastructure to encourage EV adoption. This includes 40,000 charging points in public carparks and 20,000 charging points in private premises. Every HDB town will also be an EV-Ready Town, with approximately 2,000 carparks to be equipped with charging points by 2025. The EV Early Adoption Incentive (EEAI), Vehicular Emissions Scheme (VES), and EV Common Charger Grant (ECCG) were introduced to incentivise and encourage motorists to switch to EVs. The government of Singapore initiatives to gradually phase out internal combustion engine cars to electric cars by 2040 are unlikely to have a significant impact on the Group's business in the next 5 years as petrol-driven cars still make up the majority of cars on the road. Despite the aforesaid, in preparation for market developments, the Group will continue to pursue technological advancement in both repair equipment and new vehicle types to ensure that our technicians continuously improve their skills and technical knowledge in order to be able to service a wide range of brands of passenger cars. The Group is also constantly looking for new business opportunities to widen their product range and service offerings in Singapore and overseas.

In relation to the new smart kitchen segment, the Group will implement a multiple business development model, including offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will build a complete vertical management system and commercial empowerment system, providing a full range of solutions from procurement, production and sales for channels and traditional enterprises. Moving forward, the company's business scope will continue to expand, with the aim of becoming a leading platform for global prefabricated vegetable industry SaaS+ services.

On top of the US-China political tension and Russia's invasion of Ukraine, the world now faces another conflict in the Middle East has entered into a new era of geopolitical chaos. Our Group remains cautious and will continue to focus on customer service and retention and acquire new customers through new products and services.

Financial review

Revenue

For the nine months ended 30 September 2023, the Group recorded a decrease in revenue of approximately S\$0.41 million or 2.3% from approximately S\$17.8 million for the nine months ended 30 September 2022 to approximately S\$17.35 million for the nine months ended 30 September 2023. The marginal drop in revenue was mainly attributed to the lower income from modification, tuning and grooming services for passenger cars in Singapore, which amounted to approximately S\$0.98 million, the decrease was partially compensated by additional revenue generated from our new business in Mainland China.

Cost of materials

Although there was a 2.3% decrease in revenue, our cost of materials decreased by approximately S\$1.36 million or 13.7% for the nine months ended 30 September 2023. Consequently, our gross profit margin saw a substantial improvement of approximately 6.5% from 44.2% to approximately 50.7% for the nine months ended 30 September 2023 due to the better gross profit margin contributed from our new food and kitchen appliances trading business in Mainland China.

Other income and gains

Other income and gains increased by approximately S\$0.70 million or 184.8% from approximately S\$0.38 million for the period ended 30 September 2022 to approximately S\$1.08 million for the period ended 30 September 2023. The increase was largely from realised capital gains from listed securities investment.

Employee benefits expense

Employee benefits expense increased by approximately S\$0.29 million or 6.1% from approximately S\$4.77 million for the period ended 30 September 2022 to approximately S\$5.06 million for the period ended 30 September 2023. The increase in employee benefits expense aligned with the Group's strategic expansion of its business unit in Mainland China.

Depreciation of property, plant and equipment

Depreciation of property, plant and equipment decreased by approximately S\$0.79 million or 73.6% from approximately S\$1.07 million for the period ended 30 September 2022 to approximately S\$0.28 million for the period ended 30 September 2023. The decrease was mainly due to more assets being full depreciated at the beginning of the year.

Other expenses

Other expenses increased by approximately S\$2.01 million or 121.8% from approximately S\$1.65 million for the period ended 30 September 2022 to approximately S\$3.67 million for the period ended 30 September 2023. The significant increase was primarily attributed to the newly established China entity incurring significant costs for brand awareness and market expansion.

Loss for the period

For the nine months ended 30 September 2023, the Group recorded a profit of approximately S\$0.19 million as compared to a loss of approximately S\$0.04 million for the corresponding period in 2022. The Group's profit position was mainly attributed to the gain from investment amounted to S\$0.86 million, offset by substantial expenses incurred related to brand awareness and market expansion by the China entity.

OTHER INFORMATION

Directors' and chief executives' interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporations

As at 30 September 2023, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long Position in the Shares

Name of Directors and Chief Executives	Capacity/Nature of Interest	Number of Shares or Underlying Shares	Approximate Percentage of Interest in the Company ⁽¹⁾
Mr. WANG Lei	Beneficial owner	290,870,000	14.54%
Mdm. LI Lidan ⁽²⁾	Interest of spouse	290,870,000	14.54%
Mr. CHEN Huichun	Beneficial owner	700,000	0.04%
Mdm. WANG Chongyu ⁽³⁾	Interest of spouse	700,000	0.04%

Notes:

- (1) This is based on the total number of Shares in issue as at 30 September 2023, being 2,000,000,000.
- (2) Mdm. LI Lidan ("Mrs. WANG") is the spouse of Mr. WANG Lei, an executive director of the Company. Under the SFO, Mrs. WANG is deemed to be interested in the same number of Shares in which Mr. WANG Lei is interested.
- (3) Mdm. WANG Chongyu ("Mrs. CHEN") is the spouse of Mr. CHEN Huichun an independent non-executive director of the Company. Under the SFO, Mrs. CHEN is deemed to be interested in the same number of Shares in which Mr. CHEN Huichun is interested.

Save as disclosed above, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Directors' rights to acquire Shares or debentures

Save as disclosed in the section headed "Directors' and chief executives' interests and short positions in Shares, underlying Shares and debentures of the Company or any associated corporations" above, at no time during the nine months ended 30 September 2023 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective close associates (as defined under the GEM Listing Rules) to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any of its associated corporations.

Substantial shareholders' and other persons' interests and short positions in the Shares and underlying Shares

As at 30 September 2023, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long Positions in the Shares

Name	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company as at 30 September 2023 ⁽¹⁾
Mr. LI Jie	Beneficial owner	586,020,000	29.30%
Mdm. HAN Mei ⁽²⁾	Interest of spouse	586,020,000	29.30%
Mdm. LI Lidan ⁽³⁾	Interest of spouse	290,870,000	14.54%

Notes:

- (1) This is based on the total number of Shares in issue as at 30 September 2023, being 2,000,000,000.
- (2) Mdm. HAN Mei ("Mrs. LI") is the spouse of Mr. LI Jie. Under the SFO, Mrs. LI is deemed to be interested in the same number of Shares in which Mr. LI Jie is interested.
- (3) Mdm. LI Lidan ("Mrs. WANG") is the spouse of Mr. WANG Lei, an executive director of the Company. Under the SFO, Mrs. WANG is deemed to be interested in the same number of Shares in which Mr. WANG Lei is interested.

Save as disclosed above, as at 30 September 2023, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person or corporation (other than the Directors and chief executives of the Company) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Related party transactions

During the nine months ended 30 September 2023, the Group has not entered into any material related party transactions.

Directors' interest in competing business

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the nine months ended 30 September 2023.

Pledge of asset

As at 30 September 2023, the Group did not have any pledged assets (31 December 2022: Nil).

Exchange rate exposure

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the functional currency of the Group. As at the date of this report, the Group did not use any financial instrument for hedging to mitigate this exposure.

Purchase, sales or redemption of the Company's listed securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2023.

Share option scheme

The Company conditionally adopted a share option scheme on 21 October 2016 (the "Scheme"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No share option has been lapsed, or have been granted, exercised or cancelled under the Scheme during the nine months ended 30 September 2023 and up to the date of this report.

Directors' securities transactions

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company had made specific enquiries with written guidelines in relation to the Required Standard of Dealings to all Directors and all Directors have confirmed that they complied with the required standards set out in the Required Standard of Dealings during the nine months ended 30 September 2023.

Compliance with Corporate Governance Code

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests.

Pursuant to code provision C.2.1 of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the "CG Code"), the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. WANG Lei is currently a Co-Chairman and the Chief Executive Officer of the Group. The Board believes that vesting the roles of both co-chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Save as disclosed above, the Directors consider that during the nine months ended 30 September 2023, and thereafter to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

Audit committee

The Group's third quarterly results for the three months and nine months ended 30 September 2023 were unaudited. The Company's audit committee (the "Audit Committee") has reviewed the unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2023 pursuant to the relevant provisions contained in the CG Code. A meeting of the Audit Committee was held with the management of the Company for, amongst other things, reviewing the unaudited condensed consolidated financial results of the Group for the three months and nine months ended 30 September 2023.

Significant investment, material acquisition and disposal

The Group did not have any significant investment, material acquisition or disposal of subsidiaries or associates during the nine months ended 30 September 2023.

Events after the reporting period

On 10 November 2023, the Group as a purchaser entered into a memorandum of understanding (the "MOU") with Zhongjian Enterprise Development (Shanghai) Limited* (中儉企業發展(上海)有限公司) (the "Potential Vendor") in relation to the possible acquisition of a company with the equity interest to be further negotiate between the Group and the Potential Vendor. For details, please refer to the announcement of the Company dated 10 November 2023. Further announcement will be made by the Company in respect of the MOU as and when appropriate.

Save as disclosed above, the Board is not aware of any significant events subsequent to 30 September 2023 which would materially affect the Group's operating and financial performance.

Dividends

The Board did not recommend the payment of any dividend for the nine months ended 30 September 2023 (30 September 2022: Nil).

Appreciation

On behalf of the Board, I would like to extend our sincere thanks to our shareholders, business partners and customers for their continuous support to the Group. I would also extend my gratitude and appreciation to all the Directors, management and staff for their hard work and dedication throughout the period.

By Order of the Board

WANG Lei

*Co-Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 13 November 2023

As at the date of this report, the executive Directors are Mr. WANG Lei, Mr. FENG Wei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Lili; the non-executive Directors are Mr. WANG Bing and Mr. ZHAO Yanjiao; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. GAO Yan and Mr. ZHAO Wei.

* For identification purpose only