



BaWang International (Group) Holding Limited 霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code: 01338

股票代碼: 01338



Interim Report 2022 2022 年中期報告

* for identification purposes only
僅供識別

Contents

目錄

Corporate Information 公司資料	2
Management Discussion and Analysis 管理層討論及分析	5
Other Information 其他資料	20
Condensed Consolidated Statement of Profit or Loss 簡明綜合損益表	29
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表	30
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	31
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	32
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	33
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	35

Corporate Information 公司資料

Directors

Executive Directors

CHEN Qiyuan (*Chairman*)
CHEN Zheng He (*Chief Executive Officer*)
WONG Sin Yung *CPA*

Independent non-executive Directors

Dr. NGAI Wai Fung *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(Retired on 27 May 2022)
CHEUNG Kin Wing *FCA, CPA*
Dr. WANG Qi *PhD*
Dr. LIU Jing (Appointed on 27 May 2022)

Audit and Risk Management Committee

Dr. NGAI Wai Fung *PhD, CPA, FCCA, FCG, HKFCG (P.E.) (Chairman)*
(Retired on 27 May 2022)
CHEUNG Kin Wing *FCA, CPA* (Appointed as Chairman with effect
from 27 May 2022)
Dr. WANG Qi *PhD*
Dr. LIU Jing (Appointed on 27 May 2022)

Remuneration Committee

CHEUNG Kin Wing *FCA, CPA (Chairman)*
Dr. NGAI Wai Fung *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(Retired on 27 May 2022)
CHEN Zheng He
Dr. WANG Qi *PhD* (Appointed on 27 May 2022)

Nomination Committee

CHEN Qiyuan (*Chairman*)
Dr. NGAI Wai Fung *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(Retired on 27 May 2022)
CHEUNG Kin Wing *FCA, CPA*
Dr. WANG Qi *PhD* (Appointed on 27 May 2022)

董事

執行董事

陳啟源(主席)
陳正鶴(首席執行官)
黃善榕 *CPA*

獨立非執行董事

魏偉峰博士 *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(於二零二二年五月二十七日退任)
張建榮 *FCA, CPA*
王琦博士 *PhD*
劉婧博士(於二零二二年五月二十七日
獲委任)

審核及風險管理委員會

魏偉峰博士 *PhD, CPA, FCCA, FCG, HKFCG (P.E.) (主席)*
(於二零二二年五月二十七日退任)
張建榮 *FCA, CPA* (於二零二二年五月二十七日
獲委任為主席)
王琦博士 *PhD*
劉婧博士(於二零二二年五月二十七日
獲委任)

薪酬委員會

張建榮 *FCA, CPA (主席)*
魏偉峰博士 *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(於二零二二年五月二十七日退任)
陳正鶴
王琦博士 *PhD* (於二零二二年五月二十七日
獲委任)

提名委員會

陳啟源(主席)
魏偉峰博士 *PhD, CPA, FCCA, FCG, HKFCG (P.E.)*
(於二零二二年五月二十七日退任)
張建榮 *FCA, CPA*
王琦博士 *PhD* (於二零二二年五月二十七日
獲委任)

Company Secretary

WONG Sin Yung *CPA*

Authorised Representatives

CHEN Zheng He
WONG Sin Yung *CPA*

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in the People's Republic of China ("PRC")

468 Guanghua 3rd Road
Bawang Industrial Complex
Baiyun District
Guangzhou
510450
PRC

Place of Business in Hong Kong

Suite B, 16/F
Ritz Plaza
122 Austin Road
Tsimshatsui
Kowloon
Hong Kong

Hong Kong Branch Share Registrar and Transfer Office

Boardroom Share Registrars (HK) Limited
2103B, 21/F., 148 Electric Road
North Point
Hong Kong

公司秘書

黃善榕 *CPA*

授權代表

陳正鶴
黃善榕 *CPA*

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

中國主要營業地點

中國
廣州
白雲區
廣化三路468號
霸王工業園
郵編：510450

香港營業地點

香港
九龍
尖沙咀
柯士甸道122號
麗斯中心
16樓B室

香港證券登記及過戶處

寶德隆證券登記有限公司
香港
北角
電氣道148號21樓2103B室

Corporate Information 公司資料

Cayman Islands Principal Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited
(formerly known as Codan Trust Company (Cayman) Limited)
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

開曼群島證券過戶登記總處

Conyers Trust Company (Cayman) Limited
(前稱 Codan Trust Company (Cayman) Limited)
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Registered Public Interest Entity Auditor

SHINEWING (HK) CPA Limited
17/F, Chubb Tower
Windsor House
311 Gloucester Road
Causeway Bay
Hong Kong

註冊公眾利益實體核數師

信永中和(香港)會計師事務所有限公司
香港
銅鑼灣
告士打道311號
皇室大廈
安達人壽17樓

Legal Advisor on Hong Kong Law

Fangda Partners
26/F, One Exchange Square
8 Connaught Place
Central, Hong Kong

香港法律顧問

方達律師事務所
香港中環
康樂廣場8號
交易廣場1期26樓

Company's Website

www.bawang.com.cn

公司網址

www.bawang.com.cn

Stock Code

01338

股票代碼

01338

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號

Bank of China Limited
1073 Jichang Road
Guangzhou 510410
PRC

中國銀行股份有限公司
中國
廣州市
機場路1073號
郵編：510410

Management Discussion and Analysis

管理層討論及分析

Business Review

The Directors report that the total revenue of the Group for the six months ended 30 June 2022 was approximately RMB115.6 million, which remained relatively stable as compared with the same period last year. The operating loss of the Group for the six months ended 30 June 2022 was approximately RMB15.0 million, as compared with the operating loss of approximately RMB14.1 million for the same period last year.

For the six months ended 30 June 2022, the net loss of the Group was approximately RMB16.2 million, as compared with the net loss of approximately RMB14.3 million for the same period last year.

For further information on the operating performance of the Group, please refer to the “Financial Review” section of this report.

During the period under review, the Group continued to operate under the value-chain-oriented business model, which enabled the Group to control the cost of sales and operating costs at a sustainable level.

Having found the effective disseminations of our brand concepts through cross-industry co-operations in the past, the Group implemented a series of creative marketing strategies and programs to cooperate with a number of well-known brands in various different industry sectors with a view to accelerating the publicity and to enhancing promotion of our brand image and branded products to potential customers.

During the period under review, we had a cross-sector cooperation with Netease CC Live Streaming (網易CC直播), whereby we made use of the large subscriber base of Netease’s online games and the popularity of game bloggers for producing cobranded giftboxes with popular game bloggers’ mugshots printed on them. Leveraging on the live-streaming programs of Netease, we initiated online discussions about the Bawang brand name with the audiences and carried out promotions of our brand image, which attracted significant attention from and interactions with the audiences, and aroused their interest in our brand and stimulated sales.

業務回顧

董事報告本集團截至二零二二年六月三十日止六個月的總收入約人民幣115.6百萬元，較去年同期相對持平。本集團截至二零二二年六月三十日止六個月期間錄得經營虧損約人民幣15.0百萬元，而去年同期錄得經營虧損約人民幣14.1百萬元。

本集團截至二零二二年六月三十日止六個月錄得淨虧損約人民幣16.2百萬元，而去年同期錄得淨虧損約人民幣14.3百萬元。

關於本集團經營業績的更多信息，請參照本報告之「財務回顧」部分。

於回顧期內，本集團繼續執行價值鏈導向的業務模式，使其將銷售成本及營運成本控制在可持續的水平。

通過過去的跨界合作，我們發現了品牌理念的高效傳播途徑，集團繼續實施了一系列創造性的營銷策略和項目，與許多不同行業知名品牌進行項目合作，把我們的品牌形象和品牌產品在潛在的客戶群體中，進行更快更好的宣傳推廣。

於回顧期內，我們和網易CC直播跨界合作，利用網易網絡遊戲的龐大用戶群和遊戲博主的熱門流量，製作了印有熱門遊戲博主頭像的聯名定製禮盒。借助網易直播程序，我們發起了關於霸王品牌的在線討論並對我們的品牌形象進行宣傳，吸引了大量的觀眾觀看和互動，這激發了觀眾對我們品牌的興趣並帶動了銷售。

Management Discussion and Analysis

管理層討論及分析

During the period under review, we made a cross-industry co-operation with a China national college entrance examination APP known as “Gao Kao on the Palm” (掌上高考), whereby we initiated a popular discussion topic titled “Head Will Never Go Bald, Fearless in the College Entrance Examination”. Publicity and promotional informative materials about hair-care have been implanted into this APP, which enhances the recognition and influence of our brand in the young generation.

During the period under review, we also cooperated with a branded online game known as “Absolute Performance” (絕對演繹). Leveraging on its substantial 80% lady’s gamer population within this game, who are our potential customers, we have implanted the herbal-based haircare concept of Bawang and information about Bawang’s products and brand into this game to promote Bawang’s high-end anti-hair fall branded products to the potential young lady customer base so as to enhance the recognition and influence of our brand in this market segment.

During the period under review, we continued to deploy a dedicated team to promote our brand and to carry out instant sales of our branded products via online platforms during live-streaming programs. Leveraging on cooperation with these popular social media platforms, we publicised and promoted our anti-hair fall branded products through Xiaohongshu, Weibo, Bilibili and Tik Tok.

During the period under review, we successfully launched our classic herbal products series into the Russian and Mongolian markets. Additionally, we successfully launched our hot selling anti-hair fall and hair care products into the US market. Whilst expanding our overseas sales channel, we have enhanced, at the same time the influence of our products in overseas markets.

During the period under review, we have successfully rolled out our branded product, Bawang Blossom Flower Shower Gel, to the market, which helped the Group develop into the new flower shower gel market segment. We have also successfully rolled out the Bawang branded toothpaste series, and this expansion in our product range has helped the Group develop into the new herbal-based oral hygiene market segment.

During the period under review, we continued to roll out new products under Bawang Herbal Fairy Animations Series, which have created a unique IP image of Bawang. In particular, we promoted our Bawang products through a consolidation of ACGN with Bawang wash and care, which created a youthful image of our products and expanded our customer base in the youth market segment.

於回顧期內，我們與中國高考APP「掌上高考」聯名跨界合作，發起了「頭頂不光，高考不慌」的熱門話題。通過在中國掌上高考APP中植入關於護髮的宣傳和推廣資料來提升了我們品牌在年輕一代中的認知度和影響力。

於回顧期內，我們亦與遊戲品牌絕對演繹合作。借助其擁有80%女性遊戲玩家的潛在消費群體，通過在手游遊戲中植入霸王草本護髮理念與霸王產品和品牌，向潛在的年輕女性客戶推廣高端霸王女士防脫品牌產品，提高了我們產品在這一細分市場的認知與影響力。

於回顧期內，我們繼續通過公司直播團隊以直播帶貨方式在網上推廣品牌和實時銷售我們的品牌產品。通過與受歡迎的社交媒體平台合作，我們在小紅書、微博、嗶哩嗶哩以及抖音上宣傳和推廣我們的防脫品牌產品。

於回顧期內，我們成功將霸王經典中草藥系列產品進入俄羅斯及蒙古市場。另外，也成功將防脫育髮熱門產品進入美國市場。在擴展海外渠道的同時，提高了我們產品在海外市場的影響力。

於回顧期內，我們成功推出了霸王三花瓣沐浴露，補充了集團在花瓣沐浴露的市場空白。並成功推出霸王品牌牙膏系列，補充了集團在中草藥口腔市場的空白區域。

於回顧期內，我們繼續上新霸王小藥精IP定製產品，成功打造了霸王在日化品牌獨有的IP形象。特別地，將二次元與霸王洗護聯合推廣，打造了產品年輕化形象，拓展了年輕消費市場。

Management Discussion and Analysis 管理層討論及分析

During the period under review, we successfully upgraded our anti-hair fall products and rolled out anti-dandruff and oil-controlling shampoo products for ladies for sale on the T-Mall online sales platform, which created a youthful image of Bawang products and met the consumers' need for oil-controlling.

During the period under review, we continued to participate in community welfare events so as to enhance our public image as a responsible corporation. The Group made donations of Bawang-branded household and personal care (“HPC”) products and antiseptic sanitary products to the impoverished families in the hilly areas of north Guangdong. During the Women's Day on the 8th of March and in conjunction with the Guangzhou Hailong Sub-district Social Service Station, we made courtesy visits and gave out complimentary gift packs to the local residents. We believe that these types of social activities help to publicise our corporate mission and enhance our corporate image.

As at 30 June 2022, the Bawang brand distribution network comprised 980 distributors and eight KA retailers, covering 26 provinces and four municipalities in China. Furthermore, the products of the Group were also sold in Hong Kong, Singapore, Thailand, Malaysia, USA, Russia and Mongolia.

During the period under review, the Group marketed our branded shampoo products, “Royal Wind”, with the theme “Let's chase for the wind rather than wait for the wind”. As at 30 June 2022, the Royal Wind brand distribution network comprised 980 distributors, covering 26 provinces and four municipalities in China. Furthermore, “Royal Wind” products were also sold in Hong Kong, Singapore, Thailand and Malaysia.

Our Litao products mainly comprised shower gels and laundry detergents, targeting consumers living in the second-tier or third-tier cities in China. The Group's goal is to widen the market coverage to cover the whole of China. As at 30 June 2022, the Litao products distribution network comprised 931 distributors and one KA retailer, covering 26 provinces and four municipalities in China.

Our Herborn Chinese herbal skincare product series targets white-collar ladies in the age range from 25 to 45 who have relatively high net incomes and are dedicated to pursue a healthy and natural lifestyle through the use of herbal-based products for skincare purposes.

As at 30 June 2022, the Group has established online flagship stores for our Bawang, Royal Wind and Herborn branded products on 17 online retailing platforms in China. We will deepen our efforts in the development of this channel.

於回顧期內，我們在天猫平台上更新了女士防脫及控油去屑洗髮水等新品，成功打造了霸王產品年輕化形象和迎合了消費者對控油產品的需求。

於回顧期內，我們繼續參加社會公益活動以提升我們作為負責任的企業的公眾形象。向廣東粵北山區貧困戶捐贈霸王品牌家庭及個人護理（「家庭及個人護理」）產品和消殺產品。在三八婦女節期間，霸王與廣州市海龍街道社工服務站聯合做了三八婦女節的探訪活動，並捐贈愛心物資。這有助於宣傳我們的公司使命，提升企業形象。

截至二零二二年六月三十日止，霸王品牌分銷網絡包括980個分銷商及八個重點零售商，覆蓋中國26個省份及四個直轄市。此外，本集團的產品也銷往中國香港、新加坡、泰國、馬來西亞、美國、俄羅斯以及蒙古。

於回顧期內，本集團推廣追風品牌的營銷主題「等風來，不如追風去」。截至二零二二年六月三十日，追風品牌分銷網絡包括980個分銷商，覆蓋中國26個省份及四個直轄市。此外，追風品牌產品也銷往香港、新加坡、泰國以及馬來西亞。

麗濤產品主要由沐浴露和洗衣液組成，以中國二三線城市的消費者為目標客戶群體。本集團的目標是將市場擴大至整個中國。截至二零二二年六月三十日，麗濤品牌分銷網絡包括931個分銷商和一家重點零售商，覆蓋中國26個省份及四個直轄市。

本草堂中草藥護膚產品之目標客戶群體是擁有相對較高的收入、熱衷使用草本類產品作護膚用途以追求健康自然的生活方式、年齡介於25歲至45歲的白領女性。

截至二零二二年六月三十日止，本集團已經在17個線上零售平台上建立了霸王、追風和本草堂的線上旗艦店。我們會深化力量去發展這渠道。

Management Discussion and Analysis

管理層討論及分析

During the period under review, we have obtained, renewed, and/or are in possession of the following certificates and/or accreditations:

- the permit for production of cosmetic products, which was issued by Guangdong Provincial Food and Drug Administration, is valid until March 2026;
- 10 Bawang-branded Chinese herbal shampoos and hair-care series products have been recognised as “The 2019 New High-Tech Products in Guangdong Province (廣東省高新技術產品)” by the Guangdong Provincial Hi-tech Enterprise Association (廣東省高新技術企業協會) in December 2019 for a period of three years until the end of 2022;
- our production process for haircare and skincare products has been certified by SGS with a validity period until July 2025 as to meet the requirements of US FDA CFSAN by reference to Cosmetic Good Manufacturing Practices (GMP) Guidelines 2008;
- our production process for haircare and skincare products has been certified by SGS with a validity period until July 2025 as to meet the requirements of ISO22716:2007 by reference to Cosmetic Good Manufacturing Practices (GMP) Guidelines;
- we were awarded “Committee Unit” by Guangdong Food & Drug Technology Association for Evaluation & Certification, which is valid until December 2023; and
- we were accredited as Grade A credit rating taxpayer for financial year 2021 by Guangzhou Municipal Tax Service of the State Taxation Administration on 4 August 2022.

於回顧期內，我們獲得，更新及/或依然持有的證書及/或認證如下：

- 廣東省食品藥品監督管理局頒發的化妝品生產許可證書，有效期截至二零二六年三月；
- 於二零一九年十二月，霸王品牌十種中草藥洗護髮系列產品被廣東省高新技術企業協會認定為「2019年廣東省高新技術產品」，有效期為三年即截至二零二二年底；
- 我們護髮護膚產品的生產流程通過了SGS機構的評估，獲得美國食品安全營養中心有關化妝品良好生產規範(GMP)2008的認證，有效期截至二零二五年七月；
- 我們護髮護膚產品的生產流程通過了SGS機構評估，獲得國際標準組織化妝品生產操作指南ISO22716：2007有關化妝品良好生產規範(GMP)認證，有效期截至二零二五年七月；
- 我們獲廣東省食品藥品審評認證技術協會評為「委員單位」，有效期至二零二三年十二月；及
- 我們於二零二二年八月四日被國家稅務總局廣州市稅務局評定為二零二一年度納稅信用A級納稅人。

Financial Review

Revenue

During the six months ended 30 June 2022, the Group's revenue from operations amounted to approximately RMB115.6 million, which remained relatively stable as compared with the same period last year. Revenue through the online sales channel was approximately RMB52.3 million, representing a decrease of approximately 8.6% from approximately RMB57.2 million for the same period last year.

財務回顧

營業額

截至二零二二年六月三十日止六個月，本集團收入約人民幣115.6百萬元，較去年同期相對持平。電商渠道的營業額約人民幣52.3百萬元，較去年同期約人民幣57.2百萬元下降了約8.6%。

Management Discussion and Analysis

管理層討論及分析

During the six months ended 30 June 2022, the Group's core brand, Bawang, generated a revenue of approximately RMB111.2 million, which accounted for approximately 96.2% of the Group's total revenue, and represented an increase of approximately 0.9% as compared with the same period last year.

截至二零二二年六月三十日止六個月，本集團核心品牌，霸王的收入約人民幣111.2百萬元，約佔本集團總收入的96.2%，較去年同期增加了約0.9%。

During the six months ended 30 June 2022, the Group's branded Chinese herbal anti-dandruff haircare series, Royal Wind, generated a revenue of approximately RMB2.0 million, which accounted for approximately 1.7% of the Group's total revenue, and represented an increase of approximately 8.7% as compared with the same period last year.

截至二零二二年六月三十日止六個月，本集團的中草藥去屑品牌，追風的收入約人民幣2.0百萬元，約佔本集團總收入的1.7%，較去年同期增加了約8.7%。

During the six months ended 30 June 2022, the Group's natural-based branded shampoo, shower gel and laundry detergent products series, Litao, generated a revenue of approximately RMB2.3 million, which accounted for approximately 2.0% of the Group's total revenue, and represented a decrease of approximately 32.6% as compared with the same period last year.

截至二零二二年六月三十日止六個月，本集團的以純天然為基礎的洗髮水、沐浴露和洗衣液產品系列麗濤的收入約人民幣2.3百萬元，約佔本集團總收入的2.0%，較去年同期下降了約32.6%。

During the six months ended 30 June 2022, the Group's branded Chinese herbal skincare series, Herborn, generated a revenue of approximately RMB0.05 million, which accounted for approximately 0.1% of the Group's total revenue, represented a decrease of approximately 54.2% as compared with the same period last year.

截至二零二二年六月三十日止六個月，本集團的中草藥護膚品牌，本草堂的收入約人民幣0.05百萬元，約佔本集團總收入的0.1%，較去年同期下降約54.2%。

We sold our products through extensive distribution and retail networks, via conventional and/or online sales channels. During the six months ended 30 June 2022, a summary of our sales revenue in percentage through different networks and/or channels are as follows:

我們通過廣泛的分銷商和零售商網絡，也通過傳統和/或電商兩個渠道銷售我們的產品。截止二零二二年六月三十日止六個月，綜述我們通過不同網絡和/或渠道的銷售額百分比列示如下：

Network/Channel	網絡/渠道	Conventional 傳統 (%)	Online 電商 (%)	Total 合計 (%)
Distributor	分銷商	49.2	22.1	71.3
Retailer	零售商	5.5	23.2	28.7
Total	合計	54.7	45.3	100.0

During the six months ended 30 June 2022, our products were also sold in Hong Kong, Singapore, Thailand, Malaysia, USA, Russia and Mongolia. The sales to these overseas markets accounted for approximately 2.4% of our total revenue during the six months ended 30 June 2022.

截至二零二二年六月三十日止六個月，我們的產品也在香港、新加坡、泰國、馬來西亞、美國、俄羅斯和蒙古市場上銷售。截至二零二二年六月三十日止六個月，這些境外市場的營業額約佔本集團總銷售額的2.4%。

Management Discussion and Analysis

管理層討論及分析

Cost of Sales

During the six months ended 30 June 2022, cost of sales amounted to approximately RMB75.5 million, representing a slight decrease of approximately RMB0.2 million (or approximately 0.3%) from approximately RMB75.7 million during the same period last year. As a percentage of revenue, cost of sales for the six months ended 30 June 2022 slightly decreased from approximately 65.5% in 2021 to approximately 65.3%, which was mainly due to a decrease in the costs of packaging material and depreciation of right of use assets, but was partially offset by the increase in consumption of raw and indirect material.

Gross Profit

During the six months ended 30 June 2022, the Group's gross profit amounted to approximately RMB40.1 million, representing a slight increase of approximately 0.5% from approximately RMB39.9 million for the same period last year. The gross profit margin for the six months ended 30 June 2022 also slightly increased from approximately 34.5% in the first half of 2021 to approximately 34.7%. Such slight increase was mainly attributable to a slight decrease in the average unit cost of production.

Selling and Distribution Costs

During the six months ended 30 June 2022, selling and distribution costs amounted to approximately RMB44.7 million, representing an increase of approximately 6.4% from approximately RMB42.0 million for the same period last year. As a percentage of revenue, our selling and distribution costs for the six months ended 30 June 2022 increased from approximately 36.3% in 2021 to approximately 38.7% in 2022. The increase was primary due to an increase in advertising and brand promotion expenses and goods delivery expenses, but was partially offset by a decrease in marketing and promotion expenses and outsourced labor costs.

Administrative Expenses

During the six months ended 30 June 2022, administrative expenses amounted to approximately RMB13.9 million, representing a decrease of approximately 1.4% from approximately RMB14.1 million for the same period last year. The decrease was primarily due to a decrease in research and development expenses, salaries and bonus, but was partially offset by the increase in staff welfare expenses.

銷售成本

截至二零二二年六月三十日止六個月，銷售成本約為人民幣75.5百萬元，較去年同期的約人民幣75.7百萬元輕微下降了約人民幣0.2百萬元(或約0.3%)。就營業額佔比而言，銷售成本從二零二一年同期的約65.5%輕微下降至二零二二年六月三十日止的約65.3%，其主要原因是由於包裝材料和使用權資產的折舊費用有所減少，但部份被原材料和間接材料的消耗增加所抵減。

毛利

截至二零二二年六月三十日止六個月，本集團的毛利輕微增加至約人民幣40.1百萬元，與去年同期約人民幣39.9百萬元相比輕微增加了約0.5%。截至六月三十日止六個月的毛利率亦從二零二一年上半年的約34.5%輕微上升到二零二二年六月三十日止六個月的約34.7%。毛利率輕微上升的主要原因是由於上述之平均單位生產成本的輕微減少。

銷售及分銷開支

截至二零二二年六月三十日止六個月，銷售及分銷開支約人民幣44.7百萬元，較去年同期的約人民幣42.0百萬元增加了約6.4%。就營業額佔比而言，截至二零二二年六月三十日止六個月的銷售及分銷開支，從去年同期的約36.3%增加到約38.7%，其增加的主要原因是由於廣告及品牌推廣費和物流運輸費的增加，但部份被營銷推廣費和外包勞動力成本的減少所抵減。

行政費用

截至二零二二年六月三十日止六個月，行政費用約人民幣13.9百萬元，較去年同期的約人民幣14.1百萬元減少了約1.4%。其減少的主要原因是研發費用和工資及獎金的減少，但部份被員工福利費的增加所抵減。

Management Discussion and Analysis 管理層討論及分析

Reversal of Impairment Losses

For the period under review, the Group has made a reversal of impairment losses of approximately RMB2.1 million in respect of trade receivables following the management's assessment on credit risk of our financial assets by adopting the expected credit loss model according to IFRS 9.

Loss from Operations

The Group recorded an operating loss of approximately RMB15.0 million for the six months ended 30 June 2022, as compared with the operating loss of approximately RMB14.1 million for the same period last year. The increased in operating loss was mainly attributable to the continual increase in the Group's selling and distribution costs, in response to fierce market competition to maintain its market share while turnover had remained stable compared with the same period last year.

Finance Cost

For the six months ended 30 June 2022, the finance cost represented the interest on lease liabilities in the amount of approximately RMB1.2 million as a result of the adoption of IFRS16 with effect from 1 January 2019 (six months ended 30 June 2021: RMB0.2 million).

Other Income

The Group recorded other income of approximately RMB1.4 million for the six months ended 30 June 2022, representing an increase of approximately 40.6% from approximately RMB1.0 million for the same period last year. Such increase was primarily attributable to gains from certain accounts payable that were confirmed to be no longer payable and sale of scrap materials, but was partially offset by the decrease in bank interest income.

Income Tax Expense

During the six months ended 30 June 2022, the Group had no income tax expense (six months ended 30 June 2021: nil).

Net Loss for the Period from Operations

As a result of the combined effect of the abovementioned factors, the Group recorded a net loss from operations of approximately RMB16.2 million for the six months ended 30 June 2022, as compared with the net loss from operations of approximately RMB14.3 million for the six months ended 30 June 2021.

減值損失回撥

在回顧期內，管理層根據國際財務報告準則第9號的預期信貸損失進行信貸風險評估後，本集團撥回了約人民幣2.1百萬元之貿易應收款項之減值損失。

經營虧損

本集團截至二零二二年六月三十日止六個月錄得經營虧損約為人民幣15.0百萬元，而去年同期則錄得經營虧損約人民幣14.1百萬元。經營虧損增加的主要原因是本集團為應對市場激烈的競爭以維持市場份額使得銷售及分銷開支持續增加，然而營業額相對去年同期相對持平。

融資成本

截至二零二二年六月三十日止六個月，因二零一九年一月一日生效的國際財務報告準則第16號的採用而產生的租賃負債的利息金額約為人民幣1.2百萬元（截止二零二一年六月三十日止六個月：人民幣0.2百萬元）。

其他收入

本集團截止二零二二年六月三十日止六個月錄得其他收入約人民幣1.4百萬元，較去年同期約人民幣1.0百萬元增加了約40.6%，其增加的主要原因是確認某些不再支付的應付賬款的收益及出售廢料的收入有所增加，但部份被銀行利息收入減少而有所抵減。

所得稅支出

截至二零二二年六月三十日期間，本集團沒有發生所得稅支出（截至二零二一年六月三十日止六個月：無）。

期內營運淨虧損

因上述因素的綜合影響，本集團截至二零二二年六月三十日止六個月錄得營運淨虧損約為人民幣16.2百萬元，而截至二零二一年六月三十日止六個月錄得營運淨虧損約為人民幣14.3百萬元。

Management Discussion and Analysis

管理層討論及分析

Loss for the Period Attributable to Owners of the Company

As a result of the combined effect of the above factors, the Group recorded a loss attributable to owners of the Company of approximately RMB16.2 million for the six months ended 30 June 2022, as compared with a loss attributable to owners of the Company of approximately RMB14.3 million for the six months ended 30 June 2021.

Outlook

In late July 2022, the International Monetary Fund (“IMF”) cut its growth forecast for China’s economy to 3.3 per cent for 2022 from 4.8 per cent in January this year. The IMF expected the economic growth rate would moderately slow down to 2.9 per cent in 2023 as a result of the impact of tighter monetary policy.

In the first half of 2022, China’s economy was affected by the disruptions associated with the Omicron variant outbreak right after the Spring Festival, the heightened uncertainty of the military conflicts between Russia and Ukraine, and the adverse financial impacts triggered by the US tightening its monetary policy.

According to statistics released by China’s National Bureau of Statistics (“NBS”) in mid-July 2022, China’s economy grew by 0.4 per cent in the second quarter of 2022 compared with a year earlier to post a 2.5 per cent growth in the first half of 2022. Growth was moderately below expectations, but maintained a positive reading on the back of recovery momentum in June. The NBS went on to say that China’s economy is gradually recovering from recent shocks as a series of policies on stabilizing the economy took effect. More efforts will be made to implement a package of stimulus policy measures and keep the economic operation within a reasonable range.

In the fifth session of the 13th National People’s Congress of China, a GDP growth target of around 5.5 per cent in 2022 was made, which is higher than that of the Reuters’ forecast of 4.0 per cent for this year.

Some analysts expected that China’s recovery will likely continue amid global recession fears but inflation may increasingly become a source of concern, and that without an imminent exit from dynamic zero-Covid, infrastructure investment will likely act as a key growth driver.

本公司擁有人應佔期內虧損

因上述因素的綜合影響，本集團截至二零二二年六月三十日止六個月錄得本公司擁有人應佔期內虧損約人民幣16.2百萬元，而截至二零二一年六月三十日止六個月則錄得應佔虧損約人民幣14.3百萬元。

展望

二零二二年七月底，國際貨幣基金組織（「國際貨幣基金組織」）將其對二零二二年中國經濟增長的預測從今年一月的4.8%下調至3.3%。由於收緊貨幣政策的影響，國際貨幣基金組織預期二零二三年的經濟增長率將放緩至2.9%。

在二零二二上半年，中國經濟受到了春節後奧密克戎病毒爆發，俄羅斯和烏克蘭沖突的不確定性加劇，以及美國緊縮政策引發的不利金融影響的干擾。

根據中國國家統計局（「國家統計局」）於二零二二年七月中旬發佈的數據，二零二二年第二季度，中國經濟同比增長了0.4%，而與上一年同期相比，二零二二年上半年增長2.5%。經濟增長略低於預期，但在六月復蘇勢頭的支撐下保持了積極的讀數。國家統計局還表示，隨著一系列穩定經濟的政策開始見效，中國經濟正在逐步從近期的沖擊中復蘇。進一步實施一籃子刺激政策，保持經濟運行在合理區間。

在中國十三屆全國人民代表大會第五次會議上，中國提出了二零二二年國內生產總值增長5.5%左右的目標，高於路透社對今年增長4.0%的預測。

一些分析人士預期，雖然受到全球衰退的恐懼，中國復蘇將有可能持續，但通貨膨脹可能會日益成為一個令人擔憂的問題，而且如果沒有及時結束動態清零，基礎設施投資可能會成為關鍵的增長動力。

Management Discussion and Analysis 管理層討論及分析

With the various ongoing risks such as Omicron variant outbreak, geopolitical conflicts and interest rate hikes which may potentially affect the economic growth for the year, the Directors tend to be very cautious about the business development of the Group for the rest of 2022.

The Group will continue its corporate scheme “Continue our Growth at a Steady Pace”.

For Bawang-branded products, the Group intends to adopt the following strategies for publicity and promotion of its branded products and enhancement of revenue: (1) we will continue to provide consumers with quality domestic products, leveraging on the Chinese consumers’ desire for and confidence in domestically manufactured products in promoting our branded products series; (2) we will participate in the College Students Advertising Festival in autumn, and through introduction of juvenated Bawang branded products and creative thematic publicity through advertisements and creative advertising texts, we hope to deepen the anti-hair fall concept for those young college students who were born after 1995 or 2000; (3) we will roll out dedicated promotional themes and different unique IP images for various festivals together with new packaging of Bawang anti-hair fall shampoo series to attract the attention of young consumers and to arouse their purchase interests; (4) we will actively develop Bawang toothpaste and shower gel products series to increase sales revenue; (5) we will continue to promote Bawang branded products through implanted commercials in live streaming programs, cross-industry cooperations, and participating in more charitable communities services with implanted commercials; and (6) leveraging on the celebrity-endorsement marketing effect and continuous sharing of the views and comments by KOLs through new social media, personalised social media, Xiaohongshu promotion and sharing of product evaluations, we hope to achieve wide-spread publicity for the Bawang brand quickly and arouse our target customers’ purchasing interests and to accelerate the sales growth of our branded products.

For Royal Wind branded product series, the Group will sell these branded products, mainly hair-care product series, through the online sales channel so as to attract more young consumers and to enhance sales revenue of this brand.

For Litao branded product series, the Group will continue with its household care brand positioning, and will continue to sell laundry detergent and other HPC products through our conventional channels.

鑒於各種持續存在的風險，如奧密克戎變種爆發、地緣政治沖突和利率上調可能潛在影響今年的經濟增長，董事們對集團二零二二年的剩餘時間的業務發展持非常謹慎的態度。

本集團的企業主題仍然是「穩中求進」。

對於霸王品牌系列產品，本集團擬採取以下策略來宣傳及推廣我們的品牌產品從而增加銷售收入：(1)我們會持續為消費者提供優質國貨產品，借助於中國消費者對國貨產品的持續熱情與信心，來推廣我們的品牌系列產品；(2)參加大學生廣告藝術節學院獎秋季賽，通過推出年輕化霸王品牌產品以及通過廣告和創意廣告文本的宣傳，我們希望深化95後或00後年輕大學生的防脫髮意識；(3)我們將根據不同節假日推出專門的促銷主題以及各類型獨特IP形象推出霸王防脫系列產品的新穎包裝，以吸引年輕消費者關注並激發他們的購物興趣；(4)積極拓展霸王牙膏和沐浴露系列產品，增加銷售收入；(5)我們將繼續通過在直播帶貨，跨界合作及參與更多的社會公益活動中植入廣告來推廣霸王品牌產品；及(6)通過新媒體、自媒體傳播及小紅書種草測評，借助明星效應和達人的持續分享，讓霸王品牌和產品在短時間內得到廣泛宣傳，吸引目標客戶的購買興趣，促進產品銷售的增長。

對於追風品牌系列產品，集團將通過電商渠道，主推美髮系列產品，以吸引更多年輕消費者，增加這個品牌的銷售收入。

對於麗濤品牌系列產品，集團將延續麗濤「家庭洗護」的品牌定位，繼續通過傳統渠道銷售洗衣液等家用清潔護理產品。

Management Discussion and Analysis

管理層討論及分析

For conventional channels, the Group will continue to deepen cooperation and interaction with distributors by: (1) making use of various festive days such as Mid-Autumn Festival and the National Day Holiday and the shopping mall anniversaries for carrying out promotional activities to increase sales; (2) continuing to promote economical family-size Bawang Blossom Flower shower gel; (3) increasing the frequency of weekend promotion and publicity counter-shows inside those major points-of-sales and making use of the creative performance to arouse shoppers' attention and to achieve positive impacts on our brand influence; (4) building a creative and attractive image of window displays at those major points-of-sales for enhancing the sales revenue; (5) strengthening the quality sales support services offered to key accounts so as to stabilise the sales revenue generating from this channel; (6) actively invigorating the point-of-sales counters at various chain stores such as Huadong RT-Mart, Chongqing Yonghui, and Hubei Good Neighbour; and (7) actively exploring the green field markets that have good sales potential and new distribution network, and points-of-sale to increase sales.

As for the online sales channel, the Group hopes to achieve stable growth through implementation of the following plans: (1) the Group will optimise the operations on Taobao and stabilise market share for hot sales items such as anti-hair fall haircare product series. The Group will create other hot sales items such as haircare essence oil products and will horizontally diversify into shower gel and laundry detergent products for capturing market shares in order to increase the sales of online flagship stores; (2) the Group will endeavour to maintain and operate the self-operated channels such as Retail Tong and Xiaohongshu; (3) the Group will intensively develop with the channel at Pingduoduo for opening more online shops and will develop more distributors through channel-specific tailor-made products so as to increase sales; (4) the Group will develop the live video-streaming channel by making use of the channel broadcasters to carry out online sales for increasing revenue. At the same time, we aim to gradually expand the scope of live-broadcast channel and maintain good relationship with customers and our spokespersons' fans and scenes for arousing their purchase interests in our products; (5) the Group will continue to develop further customers and partners through Tik-Tok channel and will operate retail supermarkets in it so as to increase sales through this channel; and (6) the Group will implement supporting policies for those elite distributors such as JD.com and vip.com in order to increase the sales revenue generated from these channels.

對於傳統管道，集團將繼續通過下列措施深耕與經銷商的合作與互動：(1)利用各大節慶日，如中秋節、國慶節及商場店慶活動等開展促銷推廣活動以增加銷量；(2)繼續推廣霸王三花家用實惠裝沐浴露；(3)繼續在重點門店增加多場次周末貼櫃秀活動，通過創新的貼櫃秀表演形式，以引起消費者的注意及擴大品牌影響力的效果；(4)打造重點門店的窗口形象陳列建設以增加部分地區的銷售；(5)加強對重點客戶的優質銷售配套服務，穩定該渠道的銷售收入；(6)積極搞活華東大潤發、重慶永輝、湖北好鄰居連鎖店的銷售專櫃；及(7)積極開拓有銷售潛力的空白市場及新的經銷商網點，設立銷售點以增加銷售。

對於電商渠道，集團將計劃通過以下方式，以期實現銷售穩定增長：(1)集團將繼續優化淘寶平台運營，穩住原有育髮爆品市場份額，並繼續打造第二爆品如護髮精油類產品，橫向打造沐浴露、衣物清洗產品以搶佔份額，以增加旗艦店銷售；(2)繼續維護和運營好自營渠道如零售通和小紅書；(3)深挖拼多多渠道，在拼多多渠道佈局多店鋪、通過定製特供品的方式開發更多經銷商，以增加該渠道的銷售額；(4)集團繼續開拓直播和短視頻渠道，主推達人帶貨增加銷量。同時，穩步提升店鋪自播規模，維護好平台內消費者及粉絲，以吸引他們購買我們的產品；(5)繼續開拓抖音渠道客戶和合作夥伴，並入駐抖音自營超市，以增加該渠道的銷量；及(6)保持對優質經銷商如京東、唯品會的政策扶持，以增加該渠道的銷售收入。

Management Discussion and Analysis 管理層討論及分析

Apart from all these, the Group plans to develop live streaming resources internally to enhance sales revenue. In addition to maintaining the existing customer resources, the Group will leverage on the active user-group networks and user-to-user connections in other platforms to increase our sales revenue.

For production management, we always put the top priority on product quality through reasonable utilizations of the existing production resources. We will continue to strengthen our research and development capability, to optimise our production process, to make centralized production to conserve water, electricity and gas energy to reduce production costs, and to enhance the training and development of production management staff and workers to minimise the spoilage and wastage so as to achieve competitive cost advantage in the market.

We will adopt a flexible supply chain management approach to plan and design the production process so as to maximise the production effectiveness and to optimise the utilisations of production facilities and factory space.

For our original equipment manufacturers (“**OEM**”) business, we will continue to make use of our professional design, research and development capabilities, mature production management techniques and advanced production infrastructures for expanding our OEM business with a view to strengthening our co-operations with quality customers so as to increase our market share and influence in this business sector.

We believe that through the above-mentioned resources management and workflow integration to maximise production effectiveness, we can create more returns for our shareholders.

As part of the business expansion plan, the Group will continue to explore the possibility with potential distributors for cooperation, and will actively promote and develop the social e-commerce platform business so as to increase sales. The Group is open to explore further business opportunities with potential overseas distributors for launching our branded products to other countries.

As at the date of this report, the Group did not have any outstanding acquisition opportunity nor was actively exploring business opportunities that may involve potential acquisition.

除此之外，本集團計劃通過開發內部直播資源以增加銷售收入。除維護好原有的用戶資源外，本集團將利用活躍的用戶群組網絡和其他平台用戶之間的鏈接增加銷售收入。

在生產管理方面，我們持續秉承產品質量第一的原則，合理利用現有資源。我們將繼續通過加強研發能力、優化生產工藝流程，採用集中生產等方式節約水電氣等能源消耗以降低生產成本，以及加強車間管理人員和工人的培訓與發展以減少損耗及浪費，從而提升我們在市場上的成本競爭優勢。

我們將採用靈活的供應鏈管理，對生產流程進行規劃和設計，使生產效益最大化，並使設備和廠房空間最優化以降低生產成本。

關於原始設備製造商（「**OEM**」）業務，我們將繼續利用我們專業的設計能力、研發能力、成熟的生產管理技能和先進的生產設施，擴大我們的OEM業務，以期加強我們與優質客戶的合作以增加我們在這些業務中的市場份額和影響力。

我們相信通過上述一系列的資源管理和工作流程整合能夠更好地實現生產效益最大化，為我們的股東創造更多的價值回報。

在業務拓展計劃方面，本集團將繼續開發與潛在經銷商的合作，積極開展社交電商平台業務，以增加銷售。本集團將繼續以開放的態度尋找潛在的海外經銷商洽談更多海外商業合作的機會，把本集團的品牌產品推廣至其他國家。

截至本報告發佈之日，本集團並無任何正在洽談處理的收購事宜，並且暫時不會積極尋找潛在的收購機會。

Management Discussion and Analysis

管理層討論及分析

Looking forward, the strategic directions to sustain and develop our business in the present volatile economic environments and in the midst of geopolitical conflicts will focus on two areas: in the short term, the Group intends to increase its revenue by exploring new sales channels in HPC products in order to regain momentum for sales growth and profitability, and to improve investors' confidence in the Group; and in the long term, the Group will continue to focus on strengthening its business model and market positioning to increase its market share among domestic and international competitors, maintaining a multi-brand and multi-product strategy in the HPC sector, and becoming a leader in branded Chinese herbal HPC products worldwide.

展望未來，在當前不穩定的經濟環境及在地緣政治衝突中，維持和發展我們業務之戰略方向將集中在以下兩個方面：就短期而言，本集團擬在家庭及個人護理行業開拓新的銷售渠道，提升銷售收入，從而重新獲得銷售增長的動力和盈利能力，及增加收入並提高本集團投資者的信心；就長期而言，本集團將繼續致力於加強其業務模式和市場定位以提高其在國內外競爭對手中的市場份額，奉行個人護理產品品牌及產品多樣化的策略，成為全球中草藥家庭及個人護理產品領軍企業。

Liquidity, Financial Resources and Capital Structure

The Group adopts conservative financial management policies and maintains a good and solid financial position. As at 30 June 2022, the time deposits, bank balances and cash of the Group were approximately RMB93.7 million (as at 31 December 2021: approximately RMB113.3 million). Of which, the total time deposits with various maturity dates of the Group were approximately RMB50.0 million (As at 31 December 2021: RMB54.0 million). A summary of liquidity and financial resources as at the dates indicated is set out below:

流動資金、財務資源及資本架構

本集團採用保守的理財策略並維持良好穩定的財務狀況。截止二零二二年六月三十日，本集團的定期存款、銀行結餘及現金為約人民幣93.7百萬元(截止二零二一年十二月三十一日：約人民幣113.3百萬元)，這其中本集團不同到期日的總定期存款為約人民幣50.0百萬元(截止二零二一年十二月三十一日：人民幣54.0百萬元)。流動資金和財務資源概要列載如下：

		30 June 2022 於二零二二年 六月三十日 RMB in million 人民幣百萬元 (Unaudited) (未經審核)	31 December 2021 於二零二一年 十二月三十一日 RMB in million 人民幣百萬元 (Audited) (經審核)
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	93.7	113.3
Total loans	貸款總額	0	0
Total assets	總資產	250.7	295.6
The gearing ratio ¹	資產負債率 ¹	0%	0%

Note:

1. Calculated as total loans divided by total assets

附註：

1. 資產負債率按貸款總額除以資產總額計算

Management Discussion and Analysis 管理層討論及分析

Material Acquisition and Disposal

The Group did not engage in any material acquisition or disposal of any of its subsidiaries or associated companies during the period under review.

Exposure to Fluctuations in Exchange Rates and Related Hedging

The operations of the Group are mainly carried out in China, with most transactions settled in Renminbi. The reporting currency of the Group is Renminbi. During the period under review, the Group has exported its goods to Hong Kong and certain overseas countries. The transactions were settled in either Hong Kong Dollars or United States Dollars. The Group's cash and bank deposits are mostly denominated in Renminbi. The Company will pay dividends in Hong Kong Dollars if dividends are declared.

The Board is of the view that the Group conducts its business transactions principally in Renminbi and thus the exchange rate risk associated with the Group's daily operations is not significant.

For the period ended 30 June 2022, the Group had not issued any material financial instruments or entered into any material contracts for foreign currency hedging purposes. However, the Board will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when required.

Contingent Liabilities

As at 30 June 2022, the Group did not have any significant contingent liabilities.

Capital Commitments

As at 30 June 2022, the Group had no capital commitment for acquisition of property, plant and equipment.

Charge of Assets

As at 30 June 2022, the Group did not have any charge of assets.

重大收購及出售

於回顧期間，本集團並無重大收購或出售其任何附屬或聯營公司。

匯率波動風險及有關對沖

本集團主要在中國境內經營業務，大部分交易以人民幣結算。本集團的報告貨幣為人民幣。在回顧期間內，本集團出口產品銷往香港和部分海外國家，交易以港幣或美元結算。本集團大部份現金及銀行存款以人民幣計值。本公司宣派股息時亦以港元派付。

董事會認為本集團從事的業務主要是以人民幣結算的，因此外匯風險對本集團的日常經營影響並不重大。

截至二零二二年六月三十日，本集團並沒有發行任何重大金融工具或訂立任何重大合約作外匯對沖用途。然而，董事會將繼續監察本集團的外匯風險，並準備在需要時採取審慎的措施，例如對沖。

或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債。

資本承擔

於二零二二年六月三十日，本集團並無任何購建物業、廠房及業務資本承擔。

資產抵押

於二零二二年六月三十日，本集團並無任何資產抵押。

Management Discussion and Analysis

管理層討論及分析

Trade and Other Payables

As at 30 June 2022, the trade and other payables of the Group were approximately RMB64.8 million (As at 31 December 2021, approximately RMB83.5 million), which represented a decrease of 22.4%. As at 30 June 2022, trade and other payables did not include any balances due to related parties.

Events After the Reporting Period

The Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 30 June 2022 and up to the date of this report.

Bank Borrowings

As at 30 June 2022, the Company did not have any bank borrowing (31 December 2021: Nil).

Human Resources

To provide incentive to the employees of the Group, the Group is committed to staff training and development under any economic circumstances. The Group will continue to invest in human capital so as to retain a quality workforce to achieve our organisational goal.

For the six months ended 30 June 2022, the Group organised various in-house training classes to strengthen the soft skills of our staff members such as use of electronic spreadsheets, the principles of communication and coordination. The Group also required our department managers to attend external courses on rewards and motivation. We required our senior sales and marketing staff to attend brand positioning strategy courses, and we required our finance and accounting staff to attend seminars about the latest accounting standards, taxation practices and budgetary control.

貿易及其他應付款項

於二零二二年六月三十日，本集團貿易及其他應付款項約為人民幣64.8百萬元（二零二一年十二月三十一日約人民幣83.5百萬元）減少了約22.4%。截至二零二二年六月三十日止，貿易及其他應付款項並無任何應付關聯方的結餘。

報告期後事項

截至本報告發佈之日，董事們並未知曉任何二零二二年六月三十日之後發生的需要披露的重大事件。

銀行借款

於二零二二年六月三十日，公司並無銀行借款（二零二一年十二月三十一日：無）。

人力資源

為了激勵本集團的員工，本集團在任何經濟環境下都會致力於員工培訓和發展。集團將繼續投資人力資本，以保持一個高素質的員工團隊，協助我們實現組織目標。

截至二零二二年六月三十日止六個月，本集團舉辦了多項內部培訓課程，以增強我們工作人員的軟技能，例如：電子報表的應用，溝通協調的原則等。本集團還要求部門經理參加有關獎勵和激勵的外部培訓課程。我們要求高級市場策劃人員參加品牌定位策略培訓課程，也要求我們的財務及會計人員參加有關最新會計準則，稅務實踐以及預算編製方面的研討會。

Management Discussion and Analysis

管理層討論及分析

As at 30 June 2022, the Group employed 468 employees (30 June 2021: 495), consisting of full-time employees and contract personnel in the PRC and Hong Kong. The total personnel expenses, comprising wages, salaries and benefits, and equity-settled share-based payments, amounted to approximately RMB25.8 million for the six months ended 30 June 2022 (six months ended 30 June 2021: approximately RMB27.3 million).

於二零二二年六月三十日，本集團僱用468名員工（二零二一年六月三十日：495），其中包括在中國和香港的全職員工以及合約僱員。總人事開支包括工資、薪金和福利以及以權益結算之股份支付款項，截至二零二二年六月三十日止六個月約人民幣25.8百萬元（截至二零二一年六月三十日止六個月：約人民幣27.3百萬元）。

The following table sets forth a breakdown of the total headcount of our employees as at 30 June 2022 and 2021, respectively:

下表分別載列於二零二二年六月三十日及二零二一年六月三十日我們的總僱員人數的明細：

		As at 30 June 2022 於二零二二年 六月三十日	As at 30 June 2021 於二零二一年 六月三十日
Full-time employees	全職僱員	208	224
Contract personnel	合約僱員	260	271
Total headcount	總人數	468	495

The employees' remuneration, promotion and salary review are based on individual job responsibilities, work performances, professional experiences and the prevailing industry practices.

本集團的員工薪酬、晉升及工資是按照個人的工作責任、工作表現、專業經驗及行業標準來釐定的。

Our employees in the PRC and Hong Kong participate in social insurance contribution plans and the Hong Kong mandatory provident fund scheme, respectively. Other benefits include performance-based incentive bonus scheme and share options granted or to be granted under the share option schemes.

本集團於中國及香港的員工分別參加社會保障計劃和香港強制性公積金計劃。其他福利包括按工作表現釐定的獎金花紅計劃和購股權計劃下已授出或將會授出的購股權。

The Directors believe that the Group's human resources policies play a crucial part in the further development of the Group, and that a promising career prospects, good staff remuneration and benefits as well as a pleasant working environment are essential factors for maintaining a stable workforce for the Group.

董事們相信本集團之人力資源政策對集團未來發展擔當着重要角色，而良好的職業前景，優厚的員工薪酬福利以及舒適的工作環境是本集團維持一支穩定的工作團隊的首要因素。

Other Information 其他資料

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporations

As at 30 June 2022, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO"), which were required (a) to be 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 had taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into the register that was required to be kept by the Company pursuant to section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"):

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company

董事及最高行政人員於本公司及其相聯法團的股份、相關股份或債權證中擁有的權益及淡倉

於二零二二年六月三十日，董事及本公司行政人員於本公司及其相聯法團(按香港法例第571章證券及期貨條例(「證券及期貨條例」)條例第XV部的涵義的股份、相關股份或債券證中，擁有(a)根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的權益及淡倉(包括彼等根據上述證券及期貨條例該等條文被當做或視作擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條規定須登記於需存置的登記冊內的權益及淡倉，或(c)根據上市發行人之董事進行證券交易之標準守則(「標準守則」)規定須知會本公司及香港聯交所如下：

董事及最高行政人員於本公司股份、相關股份及債權證中擁有的權益及淡倉

Name of director/ chief executive 董事/最高行政人員 名稱	Long/short position in ordinary shares 普通股中之好/淡倉	Nature of interest 權益性質	Number of ordinary shares/ underlying ordinary shares of the Company held 持有公司 的普通股及 相關普通股 股份數目	Approximate percentage of issued share capital of the Company 於公司 已發行 股本中之 權益百分比 (約數)
CHEN Qiyuan (Note 1) 陳啟源(附註1)	Long 好倉	Interest in controlled corporation 所控制法團權益	1,900,840,000	60.12%
CHEN Zheng He (Note 2) 陳正鶴(附註2)	Long 好倉	Interest in controlled corporation 所控制法團權益	1,900,840,000	60.12%
WONG Sin Yung 黃善榕	Long 好倉	Beneficial owner 實益擁有人	2,100,000	0.07%

Other Information 其他資料

Notes:

- CHEN Qiyuan was deemed to be interested in the 1,900,840,000 shares of the Company held by Fortune Station Ltd. ("**Fortune Station**") by virtue of CHEN Qiyuan holding 50.43% of the issued share capital of Fortune Station. The remaining 49.57% of the issued share capital of Fortune Station was held by Heroic Hour Limited ("**Heroic Hour**"). Heroic Hour's entire issued share capital is held by CHEN Zheng He as trustee for himself and on behalf of his six brothers and sisters. The beneficial interests of CHEN Qiyuan's five children under the age of 18, namely CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to CHEN Qiyuan.
- CHEN Zheng He was deemed to be interested in the shares of Fortune Station held by Heroic Hour by virtue of him holding the entire issued share capital of Heroic Hour (as trustee for himself and his six brothers and sisters). Therefore CHEN Zheng He was deemed to be interested in the 1,900,840,000 shares of the Company held by Fortune Station.

附註：

- 憑藉陳啟源持有 Fortune Station 之 50.43% 之已發行股份，陳啟源被視為擁有 Fortune Station Ltd. (**Fortune Station**) 所持有的 1,900,840,000 股公司股份的權益。Fortune Station 的其餘 49.57% 已發行股本由 Heroic Hour Limited (**Heroic Hour**) 持有，而陳正鶴作為受託人代彼及其六位弟妹持有 Heroic Hour 的全部已發行股本。由陳啟源 18 周歲以下的五位子女，即 CHEN Li Zi, CHEN Zheng Sheng, 陳正諺, 陳雅善及 CHEN Bo Ling 所實益持有的 65.00% Heroic Hour 已發行股本亦被視為歸屬予陳啟源。
- 憑藉陳正鶴作為受託人代彼及其六位弟妹持有 Heroic Hour 的全部已發行股本，陳正鶴被視為於 Heroic Hour 在 Fortune Station 的權益中擁有權益。因此，陳正鶴被視為擁有 Fortune Station 所持有的 1,900,840,000 股公司股份的權益。

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of associated corporations

董事及最高行政人員於相聯法團的股份、相關股份及債權證中之權益及淡倉

Name of director/ chief executive 董事/最高行政人員 名稱	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質	Long/short position 好/淡倉	Number of ordinary shares held 持有的 普通股 股份數目	Approximate percentage of interest in associated corporation 於相關法團中 之權益百分比
CHEN Qiyuan (Note 1) 陳啟源(附註1)	Fortune Station	Beneficial owner 實益擁有人	Long 好倉	20,000	50.43%
		Interest of children under the age of 18 未滿18歲子女之權益	Long 好倉	12,777	32.22%
		Other 其他	Long 好倉	6,880	17.35%
CHEN Zheng He (Note 2) 陳正鶴(附註2)	Fortune Station	Interest in controlled corporation 所控制法團權益	Long 好倉	19,657	49.57%

Other Information 其他資料

Notes:

1. CHEN Qiyuan was the beneficial owner of approximately 50.43% of the issued share capital of Fortune Station. The beneficial interests of CHEN Qiyuan's five children under the age of 18 in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to CHEN Qiyuan. Heroic Hour held approximately 49.57% of the issued share capital of Fortune Station.
2. CHEN Zheng He was deemed to be interested in the interests of Fortune Station held by Heroic Hour by virtue of him holding the entire issued share capital of Heroic Hour (as trustee for himself and his six brothers and sisters).

Other than as disclosed above, as at 30 June 2022, so far as known to any Director or chief executive of the Company, neither the Directors nor the chief executive of the Company 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 SFO) which were required (a) to be 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 had taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into in the register that was required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Interests and Short Positions of Substantial Shareholders of the Company

As at 30 June 2022, so far as known to any Director or chief executive of the Company, shareholders (other than a Director or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register that was required to be kept pursuant to Section 336 of the SFO were as follows:

附註：

1. 陳啟源為Fortune Station已發行股本的約50.43%實益擁有人。由陳啟源18周歲以下的五位子女所實益持有的65.00% Heroic Hour已發行股本亦被視為歸屬於陳啟源。Heroic Hour持有Fortune Station已發行股本的約49.57%。
2. 憑藉陳正鶴作為受托人代彼及其六位弟妹持有Heroic Hour之全部已發行股本而被視為於Heroic Hour在Fortune Station的權益中擁有權益。

除上述披露的人員之外，於二零二二年六月三十日，就目前本公司的任何董事及最高行政人員所知，無論是本公司董事或者是最高行政人員，都沒有擁有本公司及其相聯法團(按證券及期貨條例第XV部的涵義)的股份、相關股份或債權證中，(a)根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的權益及淡倉(包括彼等更具上述證券及期貨條例該等條文被當做或視作擁有的權益及淡倉)；或(b)根據證券及期貨條例第352條規定須登記於需存置的登記冊內；或(c)根據標準守則規定須知會本公司及聯交所。

本公司主要股東的權益及淡倉

據本公司任何董事或最高行政人員所知，於二零二二年六月三十日，股東(除本公司董事或最高行政人員外)於股份或相關股份中擁有根據證券及期貨條例第336條規定須登記於需存置的登記冊內的權益或淡倉如下：

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of ordinary shares of the Company held 持有的公司普通股股份數目	Approximate percentage of issued share capital of the Company 於公司已發行股本中之權益百分比 (約數)
Fortune Station	Beneficial owner 實益擁有人	1,900,840,000 (L)	60.12%

Other Information 其他資料

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of ordinary shares of the Company held 持有的公司普通股股份數目	Approximate percentage of issued share capital of the Company 於公司已發行股本中之權益百分比 (約數)
Heroic Hour	Interest in controlled corporation (Note 1) 所控制法團權益(附註1)	942,199,659 (L)	29.80%
WAN Yuhua (Note 2) 萬玉華(附註2)	Interest of children under the age of 18 未滿18歲的子女之權益	612,429,778 (L)	19.36%
CHEN Cynthia Yuping (Note 3) 陳鈺坪(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%
CHEN Li Zi (Note 3) CHEN Li Zi (附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%
CHEN Zheng Sheng (Note 3) CHEN Zheng Sheng (附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%
CHEN Zheng Yan (Note 3) 陳正諺(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%
CHEN Ya Shan (Note 3) 陳雅善(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%

Other Information 其他資料

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of ordinary shares of the Company held 持有的公司普通股股份數目	Approximate percentage of issued share capital of the Company 於公司已發行股本中之權益百分比 (約數)
CHEN Bo Ling (Note 3) CHEN Bo Ling (附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303	3.87%
	Other 其他	1,778,373,697	56.25%

(L)—Long Position
(L)—好倉

Notes:

- Heroic Hour was the beneficial owner of approximately 49.57% of the issued share capital of Fortune Station and was deemed to be interested in the shares of the Company held by Fortune Station.
- The beneficial interests of WAN Yuhua's five children under the age of 18, namely CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to WAN Yuhua.
- The beneficial interests of CHEN Cynthia Yuping, CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling in Heroic Hour were held by CHEN Zheng He as trustee for each of his brothers and sisters as named above.

附註：

- 憑藉Heroic Hour為Fortune Station已發行股本的約49.57%實益擁有人，Heroic Hour被視為為Fortune Station持有的公司股份中擁有權益。
- 由萬玉華18周歲以下的五位子女，即CHEN Li Zi、CHEN Zheng Sheng、陳正諺、陳雅善及CHEN Bo Ling所實益持有的65.00% Heroic Hour已發行股本亦被視為歸屬予萬玉華。
- 陳鈺坪、CHEN Li Zi、CHEN Zheng Sheng、陳正諺、陳雅善和CHEN Bo Ling於Heroic Hour的實益擁有權為陳正鶴以受託人身份代彼以上提及之六位弟妹持有。

Other than as disclosed above, as at 30 June 2022, the Company has not been notified by any person (other than a Director 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 pursuant to Section 336 of the SFO.

於二零二二年六月三十日，除上文所披露人士之外，本公司未接到通知有任何人士(除本公司董事或最高行政人員外)於股份或相關股份中擁有根據證券及期貨條例第336條規定須登記於需存置的登記冊內的權益或淡倉。

Share Option Scheme

The Company currently has in place a share option scheme, the purpose of which is to give the Directors, senior management and employees of the Group an opportunity to have a personal stake in the Company and help motivate its employees to optimise their performance and efficiency, and also to retain employees whose contributions are important to the long-term growth and profitability of the Group.

The current scheme was adopted on 29 May 2020 (the “**2020 Share Option Scheme**”), which replaced the previous share option scheme that expired on 19 May 2019. Unless otherwise cancelled or amended, the 2020 Share Option Scheme would remain in force for 10 years from the date of it becoming unconditional. All conditions for the adoption of the 2020 Share Option Scheme have been fulfilled on 2 June 2020.

The eligible participants of the 2020 Share Option Scheme may include, among others, directors, employees, consultants, professionals, customers, suppliers, agents, business or joint venture partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2020 Share Option Scheme and any other schemes of the Company, must not, in aggregate, exceed 30.0% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time. The maximum number of Shares issuable to each eligible participant in the 2020 Share Option Scheme within any 12-month period is limited to 1.0% of the Shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval at a general meeting.

The total number of shares in respect of which options may be granted under the 2020 Share Option Scheme shall be 316,244,072 shares, representing 10.0% of the issued share capital of the Company as at the date of this interim report.

購股權計劃

本公司現已採納了一項購股權計劃，目的在於為公司董事、高級管理人員和僱員提供一個擁有公司股票的機會，以激勵他們表現得更好及更有效率，並以此挽留那些為本集團的長遠增長及盈利能力做出重大貢獻的僱員。

公司現有的購股權計劃（「二零二零年購股權計劃」）於二零二零年五月二十九日被採納，並取代之前的於二零一九年五月十九日到期的購股權計劃。除非另行取消或修訂，二零二零年的購股權計劃仍將保留自無條件生效之日起十年內有效。所有採納二零二零年購股權計劃的條件已經於二零二零年六月二日被滿足。

二零二零年購股權計劃項下的合資格參與者其中包括本集團或本集團擁有權益的公司或該等公司的子公司的董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商。

因行使根據二零二零年購股權計劃及本公司任何其他計劃授出而尚未行使的所有購股權而發行的股份總數，不能超過本公司已發行總股份的30.0%（或根據上市規則可獲准的其他百分比）。在任何十二個月期間內向二零二零年購股權計劃的每個合資格參與者發行股份的最大數目不得超過在任何時間本公司已發行總股份的1.0%。任何授出的購股權超過此限額的須經股東在股東大會上批准。

二零二零年購股權計劃或可授予的股份總額為316,244,072股，佔公司截止本中期報告之日已發行股本的10.0%。

Other Information 其他資料

Share options granted to a connected person (or its associates) of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance at a general meeting.

The offer of a grant of share options may be accepted, upon payment of an option price to be determined by the Board from time to time. The exercise period of the share options granted is determinable by the Board, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options.

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the 2020 Share Option Scheme.

The exercise price of share options is determinable by the Board, but shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

An offer of a grant of share options shall be deemed to have been accepted and a share option to which the offer relates shall be deemed to have been granted and accepted and to have taken effect when the Company, within 21 days from the date on which a share option is offered to an eligible participant, receives the duly signed offer letter from the grantee together with the number of shares in respect of which the offer is accepted clearly stated therein and a non-refundable payment of HK\$1.00 (or such other sum in any currency as the Board may determine) in favour of the Company as consideration for the grant of share option thereof.

For the six months ended 30 June 2022, no share option was outstanding under the 2020 Share Option Scheme, and there was no share option granted, exercised, cancelled or lapsed under the 2020 Share Option Scheme during the six months ended 30 June 2022.

授予本公司之關連人士(或其聯繫人)或彼等之任何聯繫人之購股權,須事先獲得獨立非執行董事批准。此外,在任何十二個月期間,任何授予本公司主要股東或獨立非執行董事,或彼等之任何聯繫人之購股權超過本公司已發行股份之0.1%的,以及其總價值(以本公司授出之日之股票價格為基礎計算)超過港元5百萬的,須經股東在股東大會上事先批准。

經董事會釐定不時支付之購股權價格後,授出購股權之要約方可被接受。授出購股權的行使期由董事會釐定,並經過一定的行權等待期間開始,但結束日期不能超過授出購股權之日起10年。

二零二零年購股權計劃的條款並無一般的規定,要求承授人須最少持有購股權的指定時間,或須達致若干表現目標,方可行使購股權。

購股權之行使價由董事會釐定,但應至少是以下價格之最高者(i)為要約日(必須是一個營業日)當天聯交所每日報價表所列股份之收市價;(ii)要約日前五個營業日聯交所每日報價表所列股份之收市價的平均值;及(iii)股份面值。

倘本公司在自向合資格參與者提呈授出購股權之日起21日內收訖承授人發出清楚列明接納要約所涉及股份數目的正式簽署要約函件,連同以本公司為抬頭人不可退還付款1.0港元(或董事會可能釐定以任何貨幣計算的有關其他金額)作為授出購股權之代價,則視為已接納要約,並視為要約所涉及之購股權已授出、獲得接納且已生效。

截至二零二二年六月三十日止六個月,二零二零年購股權計劃下並無尚未行使之購股權,而截至二零二二年六月三十日止六個月概無購股權在二零二零年購股權計劃下被授出、行使、註銷或失效。

Other Information 其他資料

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the period under review.

The Corporate Governance Code

The Company is committed to enhancing the corporate governance of the Group, and the Board reviews and updates all such necessary measures in order to promote good corporate governance.

The Board is of the view that the Company has complied with the applicable code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) during the six months ended 30 June 2022.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry with the Directors, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the period under review.

Update on Directors' Information

Dr. NGAI Wai Fung retired as an independent non-executive Director and ceased to serve on the various board committees of the Company on 27 May 2022.

Dr. LIU Jing has been appointed as an independent non-executive Director and a member of Audit and Risk Management Committee of the Company on 27 May 2022.

Mr. CHEUNG Kin Wing has been appointed as the chairman of the Audit and Risk Management Committee of the Company on 27 May 2022.

購入、出售或贖回本公司之上市證券

於回顧期間，本公司或其任何附屬公司概無購入、出售或贖回本公司之任何上市證券。

遵守企業管治常規守則

本公司致力提高本集團的企業管治水平，而董事會則檢討及更新為促進良好企業管治的一切必要措施。

董事會認為，截至二零二二年六月三十日止六個月期間，本公司一直遵守香港聯合交易所之證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）所載適用的守則條文。

董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市發行人之董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的行為守則。向董事進行特定查詢後，所有董事確認於回顧期間一直遵守標準守則所載的規定標準。

董事資料更新

魏偉峰博士於二零二二年五月二十七日退休，並不再擔任本公司的獨立非執行董事，和停止擔任本公司各董事會委員會的職務。

劉婧博士於二零二二年五月二十七日被委任為本公司的獨立非執行董事和審核及風險管理委員會成員。

張建榮先生於二零二二年五月二十七日被委任為本公司的審核及風險管理委員會主席。

Other Information 其他資料

Separately, Mr. CHEUNG Kin Wing retired as an independent non-executive Director of Trio Industrial Electronics Group Limited (Stock Code: 1710.HK) on 27 May 2022.

Dr. WANG Qi has been appointed as a member of each of the Nomination Committee and Remuneration Committee of the Company on 27 May 2022.

Audit and Risk Management Committee

The Audit and Risk Management Committee has adopted terms of reference which are in line with the CG Code. The Audit and Risk Management Committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2022 contained in this report with the management of the Company and recommended its adoption by the Board.

Dividends

Following review of the operating results of the Group, the Board does not recommend the payment of an interim dividend for the six months ended 30 June 2022.

By Order of the Board
CHEN Qiyuan
Chairman

Hong Kong, 30 August 2022

另外，張建榮先生已於二零二二年五月二十七日退任致豐工業電子集團有限公司(股票代號：1710.HK)的獨立非執行董事。

王琦博士於二零二二年五月二十七日被委任為本公司的提名委員會和薪酬委員會的成員。

審核和風險管理委員會

審核和風險管理委員會已被授予與公司治理準則一致的職權範圍。審核和風險管理委員會已與公司管理層審閱列載於本中期報告中的本集團截至二零二二年六月三十日止六個月之未經審核中期業績，並建議董事會將其採納。

派息

根據本集團經營業績的回顧，董事會不建議派發關於截至二零二二年六月三十日止六個月的中期股息。

承董事會命
陳啟源
主席

香港，二零二二年八月三十日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
	Notes 附註		
Revenue	3	115,590	115,631
Cost of sales		(75,468)	(75,695)
Gross profit		40,122	39,936
Other income		1,400	996
Selling and distribution costs		(44,727)	(42,023)
Administrative expenses		(13,863)	(14,061)
Reversal of impairment losses in respect of trade receivables		2,081	1,054
Other expenses		(3)	(3)
Operating loss		(14,990)	(14,101)
Finance costs	4	(1,198)	(237)
Loss before taxation	5	(16,188)	(14,338)
Taxation	6	—	—
Loss for the period attributable to owners of the Company		(16,188)	(14,338)
Loss per share			
Basic (RMB cents)	8	(0.51)	(0.45)
Diluted (RMB cents)		(0.51)	(0.45)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company	本公司擁有人應佔有之期內虧損	(16,188)	(14,338)
Other comprehensive expense	其他全面支出		
Item that will not be reclassified subsequently to profit or loss:	不會被重新分類為損益的項目：		
Exchange differences arising on translation of financial statements from functional currency to presentation currency	因從功能貨幣轉換至記賬本位幣的匯兌差額	(518)	(775)
Total comprehensive expense for the period attributable to owners of the Company	本公司擁有人應佔期內全面支出總額	(16,706)	(15,113)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2022 於二零二二年六月三十日

		Notes 附註	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	53,132	61,938
Right-of-use assets	使用權資產		46,434	52,211
Time deposit	定期存款	11	50,000	50,000
			149,566	164,149
Current assets	流動資產			
Inventories	存貨		32,573	40,815
Right to returned goods asset	退回存貨之權利		538	795
Trade and other receivables	貿易及其他應收賬款	10	24,352	26,308
Amount due from a related party	應收關聯方款項	16	2	242
Time deposits	定期存款	11	—	4,000
Bank balances and cash	銀行結餘及現金	11	43,712	59,269
			101,177	131,429
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	12	64,777	83,527
Amounts due to related parties	應付關聯方款項	16	—	22
Contract liabilities	合約負債		7,295	11,233
Refund liabilities	償還負債		740	1,150
Lease liabilities	租賃負債		10,376	10,137
Provision	計提費用		338	338
			83,526	106,407
Net current assets	流動資產淨值		17,651	25,022
Total assets less current liabilities	總資產減流動負債		167,217	189,171
Non-current liability	非流動負債			
Lease liabilities	租賃負債		38,068	43,316
Net assets	淨資產		129,149	145,855
Capital and reserves	股本及儲備			
Share capital	股本	13(a)	277,932	277,932
Reserves	儲備	13(b)	(148,783)	(132,077)
Total equity	權益總額		129,149	145,855

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital 股本 RMB'000 人民幣千元 (note 13(a)) (附註13(a))	Share premium 股本溢價 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Statutory reserves 法定儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Merger reserve 合併儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Translation reserve 匯兌儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Other reserve 其他儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	277,932	1,401,815	49,887	8,468	(32,891)	9,421	(1,568,777)	145,855
Loss for the period	期內虧損	—	—	—	—	—	—	(16,188)	(16,188)
Other comprehensive expense for the period	期內其他全面支出	—	—	—	—	—	—	—	—
Exchange differences arising on translation of financial statements from functional currency to presentation currency	因財務報表從功能貨幣到呈列貨幣的轉換產生的匯兌差異	—	—	—	—	(518)	—	—	(518)
Total comprehensive expense for the period	期內全面支出總額	—	—	—	—	(518)	—	(16,188)	(16,706)
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	277,932	1,401,815	49,887	8,468	(33,409)	9,421	(1,584,965)	129,149

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital 股本 RMB'000 人民幣千元 (note 13(a)) (附註13(a))	Share premium 股本溢價 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Statutory reserves 法定儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Merger reserve 合併儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Translation reserve 匯兌儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Other reserve 其他儲備 RMB'000 人民幣千元 (note 13(b)) (附註13(b))	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	277,932	1,401,815	49,887	8,468	(33,104)	9,421	(1,559,693)	154,726
Loss for the period	期內虧損	—	—	—	—	—	—	(14,338)	(14,338)
Other comprehensive expense for the period	期內其他全面支出	—	—	—	—	—	—	—	—
Exchange differences arising on translation of financial statements from functional currency to presentation currency	因財務報表從功能貨幣到呈列貨幣的轉換產生的匯兌差異	—	—	—	—	(775)	—	—	(775)
Total comprehensive expense for the period	期內全面支出總額	—	—	—	—	(775)	—	(14,338)	(15,113)
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	277,932	1,401,815	49,887	8,468	(33,879)	9,421	(1,574,031)	139,613

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
OPERATING ACTIVITIES			
Loss before taxation	經營活動 稅前虧損	(16,188)	(14,338)
Adjustments for:	就下列作出調整：		
Reversal of impairment losses in respect of trade receivables	貿易應收賬款減值損失回撥	(2,081)	(1,054)
Bank interest income	銀行利息收入	(221)	(637)
Government grants received	已收政府補助	(132)	—
(Reversal of allowance)/allowance for inventories	存貨減值準備(回撥)/計提	(92)	16
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,178	9,881
Depreciation of right-of-use assets	使用權資產折舊	5,777	5,750
Finance cost	融資成本	1,198	237
Obsolete inventories written-off	逾期存貨報廢	163	31
Loss on disposal of property, plant and equipment	處置物業、廠房及設備損失	—	3
Operating cash flows before working capital changes	營運資金變動前之經營 資金流量	(2,398)	(111)
Decrease/(increase) in inventories	存貨減少/(增加)	8,171	(3,085)
Decrease/(increase) in right to returned goods asset	退貨權資產的減少/(增加)	257	(160)
Decrease in trade and other receivables	貿易及其他應收款項減少	4,087	4,212
Decrease in amount due from a related party	應收關連方款項減少	240	—
Decrease in amounts due to related parties	應付關聯方款項減少	(22)	(2)
Decrease in trade and other payables	貿易及其他應付款項減少	(18,106)	(11,587)
Decrease in contract liabilities	合同負債減少	(3,938)	(4,355)
(Decrease)/increase in refund liabilities	償還負債(減少)/增加	(410)	72
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用的 現金淨額	(12,119)	(15,016)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(986)	(351)
Withdrawal of deposit with bank	提取定期存款	1,000	—
Bank interest received	已收銀行利息	221	637
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備的所得款項	—	2
NET CASH FROM INVESTING ACTIVITIES	投資活動產生的現金淨額	235	288
FINANCING ACTIVITIES	融資活動		
Payment of lease liabilities	償付租賃負債	(5,009)	(6,018)
Interest paid	已付利息	(1,198)	(237)
Government grants received	已收政府補助	132	—
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用的現金淨額	(6,075)	(6,255)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物淨減少額	(17,959)	(20,983)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	於期初之現金及現金等價物	62,269	122,342
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	(598)	37
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, representing bank balances and cash	於期終之現金及現金等價物，即指銀行結存及現金	43,712	101,396

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

1. General and Basis of Preparation

BaWang International (Group) Holding Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its immediate holding company is Fortune Station Limited, which is incorporated in the British Virgin Islands (the “**BVI**”) and is owned as to: (1) 49.57% by Heroic Hour Limited, a company that is beneficially owned as to 22.00% by Mr. CHEN Zheng He, the chief executive officer and an executive director of the Company, and 78.00% by Mr. CHEN Zheng He’s six brothers and sisters; and (2) 50.43% by Mr. CHEN Qiyuan, the chairman of the board of directors of the Company (the “**Directors**”).

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) are manufacturing and sales of the household and personal care products.

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The condensed consolidated financial statements are presented in Renminbi (“**RMB**”), which is the functional currency of the principal subsidiaries of the Group where the primary economic environment is in the PRC. Other than the subsidiaries established in the PRC which functional currencies are RMB, the functional currency of the Company and other subsidiaries is Hong Kong dollars (“**HK\$**”). All values are rounded to the nearest thousand (“**RMB’000**”) unless otherwise stated.

The condensed consolidated financial statements of the Group for the six months ended 30 June 2022 have been prepared in accordance with International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (“**IASB**”) and the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

1. 編製基準

霸王國際(集團)控股有限公司(「**本公司**」)於開曼群島註冊成立為獲豁免的有限公司並且在香港聯合交易所有限公司(「**聯交所**」)上市。其直接母公司為在英屬處女群島(「**英屬處女群島**」)註冊的Fortune Station Limited，其股份受益人(1)Heroic Hour Limited擁有49.57%，該公司的22.00%股權由本公司之首席執行官及執行董事陳正鶴先生實益持有，而餘下之78.00%則由陳正鶴先生之六位弟妹實益持有；及(2)本公司的董事(「**董事**」)會主席陳啟源先生擁有50.43%。

本公司及其附屬公司(以下統稱為「**本集團**」)主要從事生產及銷售家庭及個人護理產品業務。

本集團每一個實體的財務報表所列項目均使用該實體所處的主要經濟環境的貨幣(「**功能貨幣**」)來計量。簡明綜合財務報表以人民幣(「**人民幣**」)表示，人民幣是本集團主要子公司在中國的主要經濟環境下的功能貨幣。除在中國境內設立的以人民幣為記賬本位幣的子公司外，本公司及其他子公司的記賬本位幣為港幣(「**港幣**」)。除非另有註明，所有的值都四舍五入到最接近的千元(「**人民幣千元**」)。

本集團截至二零二二年六月三十日止六個月的簡明綜合財務報表乃根據國際會計準則委員會(「**國際會計準則委員會**」)頒佈的國際會計準則(「**國際會計準則**」)第34號中期財務報告及香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄16之適用披露條文編製。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021 except as described below.

In the current interim period, the Group has applied, for the first time, the following amendments to International Financial Reporting Standards ("IFRSs"), which include IFRSs, International Accounting Standards, amendments and interpretations issued by the IASB and the IFRS Interpretations Committee of the IASB.

Amendments to IFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021
Amendments to IFRS 3	Reference to Conceptual Framework
Amendments to IAS 16	Property, plant and equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendment to IFRSs	Annual improvement to IFRSs 2018–2020 cycle

The application of the amendments to IFRSs in the current interim period has had no material impact on the Group's financial performance and position for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。

除下文所述外，綜合財務報表所運用的會計政策及計算方法與本集團編製至二零二一年十二月三十一日止年度綜合財務報表所依循者一致。

於本中期期間，本集團首次應用下列國際財務報告準則（「國際財務報告準則」）修訂本，其包括國際會計準則理事會及國際會計準則理事會的國際財務報告準則詮釋委員會發出的國際財務報告準則、國際會計準則、修訂本及詮釋。

國際財務報告準則第16號之修訂本	二零二一年六月三十以後，於新型冠狀病毒有關的租金優惠
國際財務報告準則第3號之修訂本	對概念框架的提述
國際會計準則第16號之修訂本	物業、廠房及設備：未作擬定用途前之所得款項
國際會計準則第37號之修訂本	虧損合約—履行合約的成本
國際財務報告準則之修訂本	國際財務報告準則二零一八年至二零二零年周期之年度改進

當前期間應用國際財務報告準則之修訂本對本集團於本期及以前期間的財務表現及狀況及/或簡明綜合財務報表當中所載披露並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. Revenue and Segment Information

Revenue represents revenue arising on sales of goods, net of discounts and sales related taxes. An analysis of the Group's revenue for the period is as follows.

3. 營業額及分部資料

營業額是指當期貨物扣除折扣和銷售相關稅金後的銷售收入。本集團當期的收入分析列示如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers within the scope of IFRS 15		國際財務報告準則第15號範圍內的來自與客戶的合約收入	
Disaggregated by major products		按主要產品分類	
Manufacturing and sales of the household and personal care products		家庭及個人護理用品的生產和銷售	
Hair-care products		96,997	101,690
Skin-care products		51	115
Other household and personal care products		18,542	13,826
		115,590	115,631

Disaggregation of revenue from contracts with customers by timing of recognition

按客戶的合約收入的確認時間分解

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Timing of revenue recognition		收入確認的時間	
At a point in time		115,590	115,631

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. Revenue and Segment Information (Continued)

Information reported to the executive directors of the Company, being the chief operation decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. The CODM has chosen to organise the Group around differences in products. The segments are managed separately as each operating segment offers different products which require different production information to formulate different strategies.

Specifically, the Group’s reportable segments are as follows:

- Hair-care products
- Skin-care products
- Other household and personal care products

Operating segments including manufacture and sale of other household and personal care products have been aggregated into a single reporting segment after taking into account that none of which are of a sufficient size to be reported separately.

The CODM is provided with segment information concerning segment revenue and result. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM.

3. 營業額及分部資料(續)

為分配資源及評估分部表現，向主要經營決策者(「主要經營決策者」)，即本公司之執行董事報告之訊息，着重於所交付貨品的類型。主要經營決策者選擇圍繞產品差異來組織本集團。由於各分部提供不同的產品，需要不同的產品信息從而制定不同的策略，因此各分部是作為單獨經營分部來管理的。

具體地，本集團之可報告的經營分部為：

- 護髮產品
- 護膚產品
- 其他家用及個人護理產品

經營分部包括其他家庭和個人護理產品的生產和銷售，在考慮到沒有一個足夠規模的分部可以單獨報告後，已合併為一個單獨的報告分部。

主要經營決策者獲提供有關分部收入和分部業績的信息，由於分部資產和負債的信息則不會定期向主要經營決策者提供，因此沒有對它們進行分析。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. Revenue and Segment Information (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

For the six months ended 30 June 2022

3. 營業額及分部資料(續)

分部營業額及業績

以下是本集團按分部報告的收入及業績分析。

截至二零二二年六月三十日止六個月

		Hair-care products	Skin-care products	Other household and personal care products	Total
		護髮產品	護膚產品	其他家用及個人護理產品	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Sales to external customers	來自外部客戶之營業額	96,997	51	18,542	115,590
Segment loss	分部虧損	(11,484)	(18)	(4,424)	(15,926)
Bank interest income	銀行利息收入				221
Other income	其他收入				1,180
Corporate and other unallocated expenses	公司及其他未分配費用				(1,663)
Loss before taxation	稅前虧損				(16,188)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. Revenue and Segment Information (Continued)

Segment revenue and results (Continued)

For the six months ended 30 June 2021

		Hair-care products	Skin-care products	Other household and personal care products	Total
		護髮產品	護膚產品	其他家用及個人護理產品	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Sales to external customers	來自外部客戶之營業額	101,690	115	13,826	115,631
Segment (loss)/profit	分部(虧損)/盈利	(9,461)	27	(4,208)	(13,642)
Bank interest income	銀行利息收入				637
Other income	其他收入				359
Corporate and other unallocated expenses	公司及其他未分配費用				(1,692)
Loss before taxation	稅前虧損				(14,338)

Segment results represent the loss from each segment without allocation of bank interest income, gain on sales of scrap materials, government grants, net foreign exchange losses, central administrative costs and directors' emoluments. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

分部業績指各分部所錄得之虧損，當中並無分配銀行利息收入、售賣廢料收益、政府補助、淨匯兌損失、中央管理成本及董事薪酬。此乃為資源分配及表現評估而向本公司之主要經營決策者報告之計量方式。

3. 營業額及分部資料(續)

分部營業額及業績(續)

截至二零二一年六月三十日止六個月

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

4. Finance Costs

4. 融資成本

Six months ended 30 June

截至六月三十日止六個月

	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interest on: — lease liabilities	1,198	237

利息：
— 租賃負債

5. Loss Before Taxation

5. 稅前虧損

Loss before taxation has been arrived at after charging/
(crediting):

經扣除／(彌補)後的稅前虧損：

Six months ended 30 June

截至六月三十日止六個月

	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Bank interest income	(221)	(637)
Government grants	(132)	—
(Reversal of allowance)/allowance for inventories (included in cost of inventories recognised as an expense)	(92)	16
Depreciation of property, plant and equipment	9,178	9,881
Depreciation of right-of-use assets	5,776	5,750
Obsolete inventories written-off (included in cost of inventories recognised as an expense)	163	31
Loss on disposal of property, plant and equipment	—	3
Net foreign exchange losses	—	13

銀行利息收入
政府補助
(存貨跌價準備的回撥)/存貨
跌價準備(包括在存貨成本
中確認為一項費用)
物業、廠房及設備折舊
使用權資產折舊
存貨報廢之撇銷(包括在存貨
成本中確認為一項
費用)
物業、廠房及設備報廢損失
匯兌損失淨額

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

6. Taxation

- (i) Under the Law of the PRC on Enterprise Income Tax (the “**PRC EIT Law**”) and Implementation Regulation of the PRC EIT Law, the tax rate of the subsidiaries is 25% from 1 January 2008 onwards.

Pursuant to circular issued by Ministry of Finance and State Taxation Administration on 17 January 2019, the small-scaled minimal profit enterprise with an annual taxable income below RMB1,000,000 (RMB1,000,000 included) is entitled to a preferential tax treatment of 75% exemption of taxable income and application of income tax rate as 20% from 1 January 2019 to 31 December 2021. On 2 April 2021, a circular was issued by Ministry of Finance and State Taxation Administration, the corporate income tax was halved on the basis of above preferential policies and the policies were extended from 1 January 2021 to 31 December 2022. Certain PRC subsidiaries of the Group were qualified for the six months ended 30 June 2022 and 2021.

The PRC EIT Law allows enterprises to apply for the certificates of “High and New Technology Enterprise” (“**HNTE**”) which entitles the qualified companies to a preferential income tax rate of 15%. Bawang (Guangzhou) Co., Ltd. (“**Bawang Guangzhou**”), a PRC subsidiary of the Group, was qualified as a HNTE since 2009. However, Bawang Guangzhou did not have any assessable profits subject to Enterprise Income Tax for the six months ended 30 June 2022 and 2021.

6. 稅項

- (i) 根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，本集團附屬公司的稅率自二零零八年一月一日起為25%。

根據財政部、國家稅務局二零一九年一月十七日下發的通知，年應納稅所得額在人民幣1,000,000元(含人民幣1,000,000元)以下的小型微利企業，自二零一九年一月一日起至二零二一年十二月三十一日，享受免徵75%應納稅所得額的稅收優惠政策，適用20%的所得稅稅率。於二零二一年四月二日，財政部和國家稅務局下發通知，在上述優惠政策基礎上減半徵收企業所得稅，並將政策期限從二零二一年一月一日延長至二零二二年十二月三十一日。本集團在中國的某些子公司在截至二零二二年六月三十日和二零二一年六月三十日期間獲得此資格。

中國企業所得稅法允許企業申請高新技術企業(「**高新技術企業**」)證書，而獲得該資格的企業可以享有15%的優惠稅率。霸王(廣州)有限公司(「**霸王廣州**」)，本集團國內的一家附屬公司，自二零零九年被認定為高新技術企業。然而，截至二零二二年及二零二一年六月三十日六個月，霸王廣州並沒有任何須繳納企業所得稅之應課稅溢利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

6. Taxation (Continued)

- (ii) No provision for Hong Kong Profits Tax has been provided for the six months ended 30 June 2022 and 2021 as the Group did not have any assessable profits subject to Hong Kong Profits Tax for these periods.
- (iii) Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI for the six months ended 30 June 2022 and 2021.

7. Dividends

No dividend was paid or proposed for the six months ended 30 June 2022 (six months ended 30 June 2021: nil), nor has any dividend been proposed since the six months ended 30 June 2022.

8. Loss Per Share

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the loss for the period of approximately RMB16,188,000 (six months ended 30 June 2021: approximately RMB14,338,000) and the weighted average number of approximately 3,162,441,000 (six months ended 30 June 2021: approximately 3,162,441,000) ordinary shares in issue during the period.

Diluted loss per share was the same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during the six months ended 30 June 2022 and 2021 or at the end of both reporting period.

6. 稅項(續)

- (ii) 截至二零二二年及二零二一年六月三十日止六個月，本集團並沒有任何須繳納香港所得稅之應課稅溢利，所以並無計提香港所得稅。
- (iii) 根據開曼群島及英屬處女群島的規則及條例，本集團無須為截至二零二二年及二零二一年六月三十日止六個月繳納開曼群島及英屬處女群島的任何稅項。

7. 股息

截至二零二二年六月三十日止六個月，並無派付、宣派或擬派任何股息(截至二零二一年六月三十日止六個月：無)，也不建議派付截至二零二二年六月三十日止六個月的任何股息。

8. 每股虧損

本公司擁有人應佔之每股基本及攤薄虧損是根據期內虧損約人民幣16,188,000元(截至二零二一年六月三十日止六個月：約人民幣14,338,000元)及期內已發行普通股加權平均數3,162,441,000股(截至二零二一年六月三十日止六個月：3,162,441,000股)計算。

因不存在潛在攤薄，截至二零二二年度及二零二一年六月三十日止六個月或兩呈報期末的每股攤薄虧損等同每股基本虧損。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

9. Movements in Property, Plant and Equipment

During the six months ended 30 June 2022, the Group acquired property, plant and equipment with a cost of approximately RMB342,000 (six months ended 30 June 2021: approximately RMB351,000).

Property, plant and equipment with an aggregate carrying amounts of approximately RMB5,000 was disposed of by the Group during the six months ended 30 June 2021 (six months ended 30 June 2022: nil), resulting in a net loss on disposal of approximately RMB3,000 (six months ended 30 June 2022: nil).

9. 物業、廠房及設備的變動

截至二零二二年六月三十日止六個月，本集團購入物業、廠房及設備的成本大約為人民幣342,000元(截至二零二一年六月三十日止六個月：約人民幣351,000元)。

截至二零二一年六月三十日止六個月，本集團將賬面淨值約為人民幣5,000元的物業、廠房及設備處置掉(截至二零二二年六月三十日止：無)，導致約人民幣3,000元的處置物業、廠房及設備的淨損失(截至二零二二年六月三十日止六個月處置淨收益：無)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

10. Trade and Other Receivables

Included in trade and other receivables are debtors (net of allowance for impairment of trade receivables) with the following ageing analysis presented based on the invoice date, which approximates the respective revenue recognition dates:

10. 貿易及其他應收款項

包括在貿易及其他應收款項的債務人(扣除貿易應收款項減值準備後), 根據接近各自收入確認日期的發票日期呈列以下賬齡分析:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Less than 3 months	少於3個月	20,074	19,320
More than 3 months but less than 6 months	多於3個月但少於6個月	134	649
Total debtors, net of allowance for impairment of trade receivables	扣除貿易應收賬款減值準備後的應收賬款總額	20,208	19,969
Prepayment for purchase of raw materials	原材料採購預付款	2,988	3,717
Other prepayments	其他預付款項	563	1,739
Non-income tax receivables	非所得稅應收款項	106	258
Other receivables	其他應收款	487	625
		24,352	26,308

The Group allows an average credit period of 30 to 90 days to its trade customers.

本集團給予其貿易客戶的平均信貸期為30日至90日。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

11. Time Deposits/Bank Balances and Cash

(i) Time deposits

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current			
	非流動		
— Time deposit with original maturity over one year	— 超過一年到期的定期存款	50,000	50,000
Current			
	流動		
— Time deposit with original maturity within three months	— 三個月內到期的定期存款	—	3,000
— Time deposit with original maturity over three months	— 超過三個月到期的定期存款	—	1,000
		—	4,000

11. 定期存款／銀行結存及現金

(i) 定期存款

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

11. Time Deposits/Bank Balances and Cash

(Continued)

(ii) Cash and cash equivalents

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Bank balances and cash	銀行結存及現金	43,712	59,269
Time deposit with original maturity within three months	三個月內到期的定期存款	—	3,000
Cash and cash equivalents	現金及現金等價物	43,712	62,269

As at 30 June 2022, cash at bank carries interest at floating rates based on daily bank deposits rates of 0.001% to 0.60% (31 December 2021: 0.001% to 0.60%) per annum and time deposits carry interest at fixed rate 3.0% (31 December 2021: 0.35% to 3.0%) per annum with original maturity for 3 years.

於二零二二年六月三十日，銀行現金按每日銀行存款浮動年利率0.001%至0.60%（二零二一年十二月三十一：0.001%至0.60%）計算利息，三年期到期的定期存款的固定利率年利率為3.0%（二零二一年十二月三十一：0.35%至3.0%）。

11. 定期存款／銀行結存及現金(續)

(ii) 現金及現金等價物

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

12. Trade and Other Payables

Included in trade and other payables are creditors with the following ageing analysis presented based on the invoice date at the end of the reporting period:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 month or on demand	1個月內或即付	10,019	16,173
After 1 month but within 3 months	1個月後3個月內支付	10,533	26,522
Total creditors	應付賬款總額	20,552	42,695
Payable for acquisition of property, plant and equipment	應付物業、廠房和設備款項	644	1,288
Promotion fee payables	應付推廣費	8,227	9,271
Accrued payroll	應計未付薪金	1,902	2,452
Non-income tax payables	非所得稅應付款項	5,803	2,311
Other payables and accruals	其他應付款及應計項目	27,649	25,510
		64,777	83,527

12. 貿易及其他應付款項

包括在貿易及其他應付款項的債權人，根據報告期結束時的發票日期呈列以下賬齡分析：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

13. Share Capital and Reserves

(a) Share capital

13. 股本及儲備

(a) 股本

	Number of shares 股份數目 '000 千	Amount 報告金額 RMB'000 人民幣千元
Ordinary shares of HK\$0.1 each		
每股港元0.10之普通股		
Authorised:		
At 1 January 2021 (audited),		
31 December 2021 (audited),		
1 January 2022 (audited) and		
30 June 2022 (unaudited)		
已授權的：		
於二零二一年一月一日		
(經審核)，二零二一年		
十二月三十一日(經審		
核)，二零二二年一月		
一日(經審核)及二零二		
二年六月三十日(未經		
審核)	10,000,000	880,500
Issued and fully paid:		
At 1 January 2021 (audited),		
31 December 2021 (audited),		
1 January 2022 (audited) and		
30 June 2022 (unaudited)		
已發行並全部支付：		
於二零二一年一月一日		
(經審核)，二零二一年		
十二月三十一日(經審		
核)，二零二二年一月		
一日(經審核)及二零二		
二年六月三十日(未經		
審核)	3,162,441	277,932

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

13. Share Capital and Reserves (Continued)

(b) Nature and purpose of reserves

(i) Share premium

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

(ii) Statutory reserves

Statutory reserves are established in accordance with the relevant PRC rules and regulations and the articles of association of the PRC subsidiary of the Group, Bawang Guangzhou. Transfers to the reserves are approved by the board of directors of Bawang Guangzhou.

Bawang Guangzhou and Bawang (China) Beverage Co., Limited, which are wholly foreign owned enterprises established in the PRC, are required to transfer at least 10% of their net profit (after offsetting prior year losses), as determined under the PRC accounting rules and regulations, to statutory general reserve until the reserve balance reaches 50% of the registered capital under the PRC Company Law and the articles of association of the entity. The transfer to this reserve must be made before distribution of dividends to the equity shareholders.

13. 股本及儲備(續)

(b) 儲備性質及用途

(i) 股本溢價

本公司股本溢價的應用受開曼群島公司法(經修訂)所規管。除非緊隨建議派付股息的日期後，本公司有能力償還日常業務中到期的債務，否則本公司不得自股本溢價向股東分派股息。

(ii) 法定儲備

法定儲備乃根據有關中國規則及規例以及本集團的中國附屬公司霸王廣州的公司章程設立。轉撥的儲備已獲霸王廣州董事會批准。

霸王廣州及霸王(中國)飲料有限公司乃於中國成立的外商獨資企業，其須根據中國會計規則及規例，轉撥其溢利最少10%的淨溢利(彌補以往年度的虧損後)至一般法定儲備，直至儲備結餘達到中國公司法及該實體的公司章程規定的註冊資本的50%為止。轉撥至該儲備須於向權益持有人分派股息前進行。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

13. Share Capital and Reserves (Continued)

(b) Nature and purpose of reserves (Continued)

(ii) Statutory reserves (Continued)

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into share capital by issuing new shares to equity shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital.

(iii) Merger reserve

On 20 December 2007, Bawang International Group Holding (HK) Limited, a wholly-owned subsidiary of the Company, acquired all the equity interest of Bawang Guangzhou amounting to US\$12,500,000, which was previously held by a company owned by the controlling shareholders of the Group, at a consideration of the same amount. Accordingly, the share capital of Bawang Guangzhou was eliminated and a merger reserve arose due to foreign exchange differences.

(iv) Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the operations outside the PRC into the presentation currency of the Group (i.e. RMB).

(v) Other reserve

The other reserve represents the deemed contribution by the controlling shareholders in the form of non-interest bearing loans to a subsidiary. The amounts are estimated by discounting the nominal value of the non-interest bearing loans to the subsidiary at an effective interest rate.

13. 股本及儲備(續)

(b) 儲備性質及用途(續)

(ii) 法定儲備(續)

一般法定儲備可用作彌補以往年度的虧損(如有),亦可透過按照權益持有人的現有的股權百分比向彼等發行新股,以將有關儲備轉換為股本,惟進行有關發行後的結餘不得少於註冊資本的25%。

(iii) 合併儲備

於二零零七年十二月二十日,本公司全資附屬公司霸王國際集團控股(香港)有限公司以同等價格收購美元12,500,000的霸王廣州全部權益(之前由控股股東擁有的一家公司持有)。因此霸王廣州的股本被抵銷,抵銷時的匯兌差額產生合併儲備。

(iv) 匯兌儲備

匯兌儲備包括換算中國境外業務之財務報表(即人民幣)所產生的全部匯兌差額。

(v) 其他儲備

其他儲備是指控股股東借給子公司的免息貸款所產生之視同注資。該數額由以實際利率折現的借給子公司之免息貸款的賬面價值來估算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

14. Equity Settled Share-Based Transactions

Pursuant to an ordinary resolution of the shareholders of the Company at the annual general meeting of the Company on 29 May 2020, the Company adopted a 2020 share option scheme (the “2020 Share Option Scheme”) to attract and retain the best available personnel to provide additional incentive to (i) any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the “Affiliate”); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner, adviser of or contractor to the Group or an Affiliate.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. Option granted to substantial shareholders or independent non-executive directors or any of their respective associates (including a discretionary trust whose discretionary objects includes a substantial shareholders, independent non-executive directors, or any of their respective associates) in any 12-month period in excess of 0.1% of the Company’s share capital or with a value in excess of HK\$5 million must be approved in advance by the Company’s shareholders.

No share options were granted under the 2020 Share Option Scheme since its adoption. As at 30 June 2022 and 31 December 2021, there were no outstanding options granted under the 2020 Share Option Scheme.

14. 以股權結算並以股份為基礎的交易

根據本公司於二零二零年五月二十九日股東週年大會的普通決議案，本公司採納了一項二零二零年購股權計劃（「二零二零年購股權計劃」），旨在吸引並留住優秀的人才並向其提供額外的激勵，包括(i)本集團或本集團擁有權益的公司或該公司附屬公司（「聯屬公司」）的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商；或(ii)本集團或聯屬公司的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商作為受益人的任何信託或作為全權信託對象的任何全權信託的受託人；或(iii)本集團或聯屬公司的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商實益擁有的公司。

有關購股權計劃下的認購數量在未經本公司股東事先批准下合計不得超過本公司當日已發行股份的10%。未經本公司股東事先批准，已發行及擬發行的購股權數量的授予和可能授予，並可授予任何一人中的任何個人不得超過本公司當日已發行股份的1%。授予大股東或獨立非執行董事或他們各自的聯繫人（包括其自由支配對象信託也包括大股東、獨立非執行董事或他們各自的聯繫人）的購股權數量超過在任何12個月期間內本公司股本的0.1%或金額超過500萬港元，必須事先經本公司的股東批准。

自採納二零二零年購股權計劃以來，在其項下沒有授予任何購股權。截至二零二二年六月三十日及二零二一年十二月三十一日，概無二零二零年購股權計劃項下尚未授予的購股權。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

15. Financial Risk Management and Fair Value Measurements of Financial Instruments

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risks (currency risk and interest rate risk), credit risk and liquidity risk.

The condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2021.

There have been no changes in the risk management policies since 31 December 2021.

(b) Fair value measurements of financial instruments

The Group's financial instruments, including the loans and receivables (including trade and other receivables, amounts due from a related party and bank balances and cash) and financial liabilities (including trade and other payables and amounts due to related parties), are recorded at amortised cost. The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements at 30 June 2022 approximate their fair values due to short maturities.

15. 財務風險管理和公允價值計量金融工具

(a) 金融風險因素

本集團的活動使其面臨各種各樣的財務風險：市場風險（貨幣風險和利率風險），信貸風險和流動性風險。

中期綜合財務報表不包括年度財務報表所要求的所有財務風險管理信息和披露信息，應與二零二一年十二月三十一日該集團的年度財務報表一起閱讀。

自二零二一年十二月三十一日以來，風險管理政策沒有任何變化。

(b) 以公允價值計量之金融工具

該集團的金融工具，包括貸款和應收款項（包括貿易和其他應收款項應收關聯方款項，銀行存款及銀行餘額和現金）和金融負債（包括貿易和其他應付款項，應付關聯方款項和銀行借款），以攤餘成本入賬。公司董事認為，以攤餘成本計量的金融資產和金融負債於二零二二年六月三十日的簡明綜合財務報表中的賬面價值近似其公允價值因其短期到期。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

16. Related Party Transactions

(a) Related party balances

Save as disclosed elsewhere in the condensed consolidated financial statements, the following balances were outstanding at the end of the reporting period:

		Amounts due from/(to) related parties 應收/(付)關聯方款項	
		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-trade related	非貿易相關		
Guangzhou Bawang Cosmetics Co., Ltd. ("Guangzhou Bawang") (notes i and ii)	廣州霸王化妝品有限公司(「廣州霸王」)(附註i和ii)	—	242
Trade related	貿易相關		
Guangzhou Qiancai Packaging Materials Co., Ltd. ("Guangzhou Qiancai") (notes iii and iv)	廣州市倩采包裝材料有限公司(「廣州倩采」)(附註iii和iv)	2	(22)

Notes:

- (i) Guangzhou BaWang was ultimately 100% owned by Mr. CHEN Zheng He.
- (ii) The balance was unsecured, interest-free and repayable on demand.
- (iii) Guangzhou Qiancai was under the control of the close family members of Mr. CHEN Qiyuan, the director and the chairman of the board of directors.
- (iv) The credit term granted by Guangzhou Qiancai is 30 days based on the invoice date. As at 30 June 2022 and 31 December 2021, the amount due to Guangzhou Qiancai was unsecured, interest-free with 30 days credit term (31 December 2021: 30 days) and aged within 30 days (31 December 2021: 30 days).

附註：

- (i) 廣州霸王由陳正鶴先生100%最終擁有。
- (ii) 有關結餘無抵押、免息及並按的要求償還。
- (iii) 廣州倩采是由與本公司董事兼董事會主席陳啟源先生關係密切的家庭成員控制的。
- (iv) 由廣州倩采給予的信貸期為發票日起30日。截至二零二二年六月三十日及二零二一年十二月三十一日止，應付廣州倩采的有關結餘均無抵押及30天免息(二零二一年十二月三十一日：30天)及賬齡在30天內(二零二一年十二月三十一日：30天)。

16. 關聯方交易

(a) 關聯方餘額

除綜合財務報表另有披露外，於呈報期末尚未償付之結餘如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

16. Related Party Transactions (Continued)

(b) Related party transactions

The Group had the following material transactions with its related parties:

		Six months ended 30 June	
		六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審計)	(未經審計)
Guangzhou Qiancai 廣州倩采	Purchase of packaging materials (note i) 包裝材料採購款(附註i)	—	75
Guangzhou Bawang 廣州霸王	Rental fee of production plant and office premises (notes i and ii) 生產廠房和辦公場所的租金(附註i和ii)	6,210	6,240

Notes:

- (i) The Directors are of the opinion that the above transactions were conducted on normal commercial terms in the ordinary course of business and the basis of consideration for the transactions is the prevailing market price.
- (ii) On 1 December 2017, Bawang Guangzhou and Guangzhou Bawang entered into a lease agreement with 3 years terms of lease from 1 December 2017. The monthly rental fee for the production premises, office premises and a staff dormitory are approximately RMB719,000 in total. Details of which were set out in the Company's announcement dated 1 December 2017.

On 17 November 2020, BaWang Guangzhou and Guangzhou BaWang entered into a new lease agreement with 1 year of leases from 1 December 2020. The monthly rental fee for the production premises, office premises and a staff dormitory are RMB1,040,000 in total. Details of which were set out in the Company's announcement dated 17 November 2020. On 23 April 2021, Bawang Guangzhou and Guangzhou Bawang renewed the lease agreement. The monthly rental fee for the production premises, office premises and a staff dormitory is RMB1,090,000 in total for the period from 1 July 2021 to 30 June 2024 and the monthly rental fee will be increased to RMB1,240,000 in total for the remaining period from 1 July 2024 to 30 June 2026. Details of which were set out in the Company's announcement dated 23 April 2021. As at 30 June 2022, the carrying amount of such lease liabilities was approximately RMB48,126,000 (unaudited) (31 December 2021 (audited): RMB53,129,000). During the six months ended 30 June 2022, the Group has made lease payment of approximately RMB6,192,000 (unaudited) (30 June 2021 (unaudited): RMB6,240,000) to the related company.

16. 關聯方交易(續)

(b) 關聯方交易

本集團與其關聯人士進行以下重大交易：

		Six months ended 30 June	
		六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審計)	(未經審計)
Guangzhou Qiancai 廣州倩采	Purchase of packaging materials (note i) 包裝材料採購款(附註i)	—	75
Guangzhou Bawang 廣州霸王	Rental fee of production plant and office premises (notes i and ii) 生產廠房和辦公場所的租金(附註i和ii)	6,210	6,240

附註：

- (i) 董事認為，上述交易乃按一般商業條款於日常業務過程中進行，交易代價基準為現行市價。
- (ii) 二零一七年十二月一日，霸王廣州與廣州霸王達成租賃協議，租賃期限為自二零一七年十二月起三年。生產廠房、辦公場所和職工宿舍的月租費合計約為人民幣719,000元。詳情載於公司二零一七年十二月一日發佈的公告。

於二零二零年十一月十七日，霸王廣州與廣州霸王簽署了一份就生產廠房、辦公場所和職工宿舍自二零二零年十二月一日開始為期一年的新租賃協議，月租金合計約為人民幣1,040,000元。詳情載於公司二零二零年十一月十七日發佈的公告。於二零二一年四月二十三日，霸王廣州和廣州霸王更新了租賃協議，自二零二一年七月一日起至二零二四年六月三十日期間的生產廠房、辦公場所以及員工宿舍的月租費合計為人民幣1,090,000元，及自二零二四年七月一日起至二零二六年六月三十日期間租金增加至月租費合計人民幣1,240,000元，有關詳情載列於本公司日期為二零二一年四月二十三日的公告中。於二零二二年六月三十日止，這項租賃負債的賬面價值約為人民幣48,126,000元(未經審核)(二零二一年十二月三十一日(經審計)：人民幣53,129,000元)。截至二零二二年六月三十日止半年度，集團已向關聯公司支付了約人民幣6,192,000元的租賃付款額(未經審計)(二零二一年六月三十日止半年度(未經審計)：人民幣6,240,000元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

16. Related Party Transactions (Continued)

- (c) The remuneration of key management personnel of the Group during the reporting periods was as follows:

		Six months ended 30 June 六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Short-term benefits	短期福利	2,335	2,099
Contributions to defined contribution retirement plans	定期供款退休福利計劃供款	335	397
		2,670	2,496

17. Litigation

In prior years, a lawsuit was filed by a former subcontractor against Bawang (China) Beverage Co., Limited (“**Bawang Beverage**”) in People’s Court of Songjiang District of Shanghai (the “**Shanghai Court**”) in respect of a dispute in the material processing contract between the former subcontractor and Bawang Beverage.

On 20 June 2014, Shanghai No. 1 Intermediate People’s Court gave its final ruling that Bawang Beverage was liable to the former subcontractor for an amount of approximately RMB643,000 and a legal cost of approximately RMB19,000. Accordingly, provision for litigation in amount of approximately RMB662,000 was recognised as other expenses in the consolidated statement of profit or loss and an amount of approximately RMB324,000 was settled in 2014. As at 30 June 2022 and 31 December 2021, the remaining provision of approximately RMB338,000 has not been settled.

16. 關聯方交易(續)

- (c) 本集團於年內主要管理人員的酬金載列如下：

		Six months ended 30 June 六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Short-term benefits	短期福利	2,335	2,099
Contributions to defined contribution retirement plans	定期供款退休福利計劃供款	335	397
		2,670	2,496

17. 法律訴訟

於過往年度，一名前分銷商在上海松江區人民法院(「上海法院」)就該前分銷商及霸王(中國)飲料有限公司(「霸王飲料」)之間的原料加工合同糾紛向霸王飲料提起訴訟。

上海第一中級人民法院於二零一四年六月二十日作出最終裁決，霸王飲料須向前分銷商支付約人民幣643,000元的賠償金和約人民幣19,000元的訴訟費。相應地，訴訟計提合計約人民幣662,000元已被確認於綜合損益及其他全面收益表中為其他費用，約人民幣324,000元已在二零一四年償還。截至二零二二年六月三十日和二零二一年十二月三十一日止，約人民幣338,000元的剩餘計提尚未結算。

BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

** for identification purposes only*
僅供識別