

**Wan Cheng Metal Packaging Company Limited**  
**萬成金屬包裝有限公司**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8291

**2019**  
**FIRST QUARTERLY**  
**REPORT**

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

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

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

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

## SUMMARY

- Revenue for the three months ended 31 March 2019 amounted to approximately RMB19.7 million (three months ended 31 March 2018: approximately RMB25.0 million), representing a decrease of approximately 21.1% as compared with corresponding period.
- Profit attributable to owners of the Company for the three months ended 31 March 2019 amounted to approximately RMB0.4 million while profit attributable to owners of the Company for the three months ended 31 March 2018 amounted to approximately RMB1.1 million.
- Basis earnings per share for the three months ended 31 March 2019 amounted to approximately RMB0.11 cent while basic earnings per share for the three months ended 31 March 2018 amounted to approximately RMB0.28 cent.

## UNAUDITED FIRST QUARTERLY RESULTS

The board of Directors (the “**Board**”) of Wan Cheng Metal Packaging Company Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months ended 31 March 2019 together with the comparative figures in 2018 as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2019

	Notes	Three months ended 31 March	
		2019 RMB'000 (unaudited)	2018 RMB'000 (unaudited)
<b>Revenue</b>	2	<b>19,740</b>	25,012
Cost of sales		<b>(14,982)</b>	(19,331)
<b>Gross profit</b>		<b>4,758</b>	5,681
Other income and gains	2	<b>133</b>	164
Selling expenses		<b>(495)</b>	(404)
Administrative and other expenses		<b>(3,123)</b>	(2,906)
Finance costs		<b>(697)</b>	(661)
<b>Profit before income tax</b>		<b>576</b>	1,874
Income tax expense	3	<b>(149)</b>	(772)
<b>Profit for the period</b>		<b>427</b>	1,102
<b>Other comprehensive income/(loss) for the period:</b>			
<i>Item that may be subsequently reclassified to profit and loss:</i>			
Exchange differences on translating foreign operations		<b>1,304</b>	298
		<b>1,731</b>	1,400
<b>Total comprehensive income for the period attributable to the owners of the Company</b>		<b>1,731</b>	1,400
<b>Earnings per share attributable to owners of the Company for the period – basic and diluted (RMB cents)</b>	5	<b>0.11</b>	0.28

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2019

	Equity attributable to owners of the Company								
	Share capital	Share premium	Statutory reserve fund	Capital reserve	Share option reserve	Exchange reserve	Merger reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018 (Audited)	3,372	87,552	3,826	7,200	-	1,725	(35,783)	25,073	92,965
Profit for the period	-	-	-	-	-	-	-	1,102	1,102
Other comprehensive loss:									
Exchange difference on translating foreign operations	-	-	-	-	-	298	-	-	298
<b>Total comprehensive (loss)/income for the period</b>	-	-	-	-	-	298	-	1,102	1,400
<b>At 31 March 2018 (Unaudited)</b>	<b>3,372</b>	<b>87,552</b>	<b>3,826</b>	<b>7,200</b>	<b>-</b>	<b>2,023</b>	<b>(35,783)</b>	<b>26,175</b>	<b>94,365</b>
At 1 January 2019 (Audited)	3,372	87,552	3,826	7,200	5,863	4,027	(35,783)	17,152	93,209
Profit for the period	-	-	-	-	-	-	-	427	427
Other comprehensive income:									
Exchange difference on translating foreign operations	-	-	-	-	-	1,304	-	-	1,304
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,304</b>	<b>-</b>	<b>427</b>	<b>1,731</b>
<b>At 31 March 2019 (Unaudited)</b>	<b>3,372</b>	<b>87,552</b>	<b>3,826</b>	<b>7,200</b>	<b>5,863</b>	<b>5,331</b>	<b>(35,783)</b>	<b>17,579</b>	<b>94,940</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 21 April 2016 and its registered office is located at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and its principal place of business in Hong Kong is Suite 1203, 12th Floor, Shanghai Industrial Investment Building, 60 Hennessy Road, Wanchai, Hong Kong. The shares of the Company were listed on the GEM of the Stock Exchange by way of share offer since 18 July 2017.

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in the manufacturing and sales of tinplate packaging products in the People's Republic of China (the "PRC").

The unaudited condensed consolidated financial statements for the three months ended 31 March 2019 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of unaudited condensed consolidated financial statements for the three months ended 31 March 2019 are consistent with those adopted in the preparation of the Group's annual financial statements for the year ended 31 December 2018 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "New and Revised HKFRSs") (which include add HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the three months ended 31 March 2019 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 31 March 2019. The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2019 have been prepared on the historical cost basis. The functional currency of the Company is Hong Kong dollar ("HK\$"). The unaudited condensed consolidated financial statements for the three months ended 31 March 2019 are presented in Renminbi ("RMB") instead of its functional currency as RMB is the principal currency of the economic environment on which the Group operates. All values are rounded to the nearest thousands, except when otherwise indicated.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.

## 2. REVENUE/OTHER INCOME AND GAINS

The Group's principal activities are manufacturing and sales of tinplate packaging products.

Revenue from the Group's principal activities during the period under review is as follows:

	Three months ended 31 March	
	2019 RMB'000 (unaudited)	2018 RMB'000 (unaudited)
Revenue from tinplate packaging products	19,740	25,012
Other income and gains:		
Sale of scrap materials	133	139
Others	–	25
	133	164

## 3. INCOME TAX EXPENSE

	Three months ended 31 March	
	2019 RMB'000 (unaudited)	2018 RMB'000 (unaudited)
Current income tax		
Provision for the period	149	772

No Hong Kong profits tax was provided as the Group has no estimated assessable profits for the three months ended 31 March 2019 and 2018.

The subsidiaries of the Company established in the PRC are subject to the PRC Enterprise Income Tax ("EIT"). EIT has been provided at the rate of 25% on the estimated assessable profits arising in the PRC for the three months ended 31 March 2019. The Group had no material unrecognised deferred tax as at 31 December 2018 and 31 March 2019.

## 4. DIVIDEND

The Board does not recommend the payment of an dividend for the three months ended 31 March 2019 (2018: Nil).

## 5. EARNINGS PER SHARE

The earnings per share for the period are calculated based on the following data:

	Three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Profit attributable to owners of the Company for the purpose of calculating earnings per share	427	1,102

	Number of shares	
	Three months ended 31 March	
	2019	2018
	'000	'000
	(unaudited)	(unaudited)
Weighted average number of ordinary shares for the purpose of calculating earnings per share	400,000	400,000

No diluted earnings per share is calculated for the three months ended 31 March 2019 and 2018 as there was no dilutive potential ordinary share in existence.



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS ACTIVITIES

The Group is principally engaged in manufacturing and sales of tinplate packaging products in the PRC. The shares of the Company were listed on the GEM (the “**Listing**”) on 18 July 2017 (the “**Listing Date**”). Since the listing of the Company’s share on the GEM, there has been no significant change in the business operations of the Group.

### BUSINESS REVIEW AND PROSPECT

During the three months ended 31 March 2019, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC and Hong Kong. The major products were tin cans and steel pails, which are generally used for storing paint and coatings.

The Group recorded a decrease in revenue by approximately RMB5.3 million, or approximately 21.1%, from approximately RMB25.0 million for the three months ended 31 March 2018 to approximately RMB19.7 million for the three months ended 31 March 2019, which was mainly due to the decrease in sales order during the three months ended 31 March 2019.

The profit for the period under review decreased by approximately RMB0.7 million, or approximately 61.3%, from approximately RMB1.1 million for the three months ended 31 March 2018 to approximately RMB0.4 million for the three months ended 31 March 2019.

Looking forward, the Group is going to further consolidate its market share in the tinplate packaging business and to continue to expand domestically by implementing the following business strategies:

As part of its strategy to expand its market share, the Group will attend certain exhibition for coatings and coating related products. The Group also plans to expand the sales team with experienced staff in order to focus on the soliciting of new customers for its product portfolio. Despite of the uncertainties of China-United States trade war, the Group aim to achieve stable growth and reduce the concentration risk in any single customer group by the expansion of the customer base.

With the Group's experienced management team and reputation in the market, the Directors consider the Group to be well-positioned to compete against its competitors and future challenges.

## FINANCIAL REVIEW

### Revenue

During the three months ended 31 March 2019, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC and Hong Kong. The Group generally recognises revenue from the sales of tinplate packaging products upon delivery of the products to the customers with their acceptance of the Group's products.

Revenue from the sales of tin cans decreased by approximately RMB3.7 million, or approximately 27.4%, from approximately RMB13.5 million for the three months ended 31 March 2018 to approximately RMB9.8 million for the three months ended 31 March 2019.

Revenue from the sales of steel pails, which have relatively higher average selling price per unit than tin cans, decreased by approximately RMB0.7 million, or approximately 6.6%, from approximately RMB10.6 million for the three months ended 31 March 2018 to approximately RMB9.9 million for the three months ended 31 March 2019. Such decrease was mainly due to the decrease in sales order during the three months ended 31 March 2019.

## **Cost of sales**

Cost of sales mainly comprised the cost of tinplate coil, tinplate processing costs, ancillary materials and consumables, staff costs, depreciation, utilities and repair, and maintenance costs. The cost of sales decreased by approximately RMB4.3 million, or approximately 38.4% from approximately RMB19.3 million for the three months ended 31 March 2018 to approximately RMB15.0 million for the three months ended 31 March 2019. Such decrease was consistent with the decrease in revenue.

## **Gross profit and gross profit margin**

Gross profit decreased from approximately RMB5.7 million for the three months ended 31 March 2018 to approximately RMB4.7 million for the three months ended 31 March 2019, representing a decrease of approximately 16.2%.

Gross profit margin increased from approximately 22.7% for the three months ended 31 March 2018 to 24.1% for the three months ended 31 March 2019. The increase was mainly due to the increase in average selling price of the Group's products for the three months ended 31 March 2019 as compared to the three months ended 31 March 2018.

## **Other income and gains**

Other income and gains mainly represents the sales of scrap materials, interest income from bank deposits and bad debt recovered, which decreased from approximately RMB164,000 for the three months ended 31 March 2018 to approximately RMB133,000 for the three months ended 31 March 2019.

## **Selling expenses**

The Group's selling expenses mainly included transportation costs for its logistic team, staff costs, entertainment expenses and consumables which remained stable at approximately RMB495,000 and RMB404,000 for the three months ended 31 March 2019 and 2018 respectively.

## **Administrative and other expenses**

The Group's administrative and other expenses mainly included staff costs, building administrative fees, other tax expenses, depreciation and amortization, travelling and entertainment, office consumables and supplies, legal and professional fees, listing expenses and other miscellaneous administrative expenses. The Group recorded a slightly increase in administrative and other expenses by approximately RMB0.2 million, or approximately 7.5%, from approximately RMB2.9 million for the three months ended 31 March 2018 to approximately RMB3.1 million for the three months ended 31 March 2019.

## **Finance costs**

The Group's finance costs mainly comprised of interest expenses on bank borrowings and discounted bills receivables and bank charges. The finance costs remained stable at approximately RMB0.7 million for the three months ended 31 March 2018 and 2019.

## **Profit for the period**

The profit for the period under review decreased by approximately RMB675,000, or approximately 61.3%, from approximately RMB1,102,000 for the three months ended 31 March 2018 to approximately RMB427,000 for the three months ended 31 March 2019.

## **Dividends**

The Board does not recommend the payment of interim dividend for the three months ended 31 March 2019.

## CONTINGENT LIABILITIES

As at 31 March 2019, there were no significant contingent liabilities for the Group.

## SIGNIFICANT INVESTMENTS HELD

Except for investment in its subsidiaries, the Group did not hold any significant investment for the three months ended 31 March 2019.

## FOREIGN EXCHANGE EXPOSURE

The Group's main operations are in the PRC with most of its transactions settled in RMB. The Directors are of the opinion that the Group's exposure to foreign exchange risk is insignificant. During the three months ended 31 March 2019, the Group did not hedge any exposure to foreign exchange risk.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this first quarterly report, the Group did not have other plans for material investments or capital assets as of 31 March 2019.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2019, the interests and short positions of the Directors and chief executive of the Company 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

## Long position in the shares of the Company

Name of Director	Capacity/Nature of interest	Number of shares held/interested in	Approximate percentage of shareholding
Ms. Liang Yingjun ("Ms. Liang") (Note 1)	Interest in spouse	124,875,000	31.22%

Note:

1. Ms. Liang is the spouse of Mr. Liang Jianxun ("**Mr. JX Liang**"). Mr. JX Liang beneficially owns 50% of the issued share capital of Fortune Time Enterprises Limited ("**Fortune Time**"). By virtue of the SFO, Mr. JX Liang is deemed to be interested in 124,875,000 shares held by Fortune Time Enterprises Limited. Therefore, Ms. Liang is deemed to be interested in the shares in which Mr. JX Liang is interested in for the purpose of the SFO.

Save as disclosed above, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2019, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

### Long positions in shares of the Company

Name	Capacity/Nature of interest	Number of shares held/interested in	Approximate percentage of shareholding
Fortune Time (Note 1)	Beneficial owner	124,875,000	31.22%
Mr. JX Liang (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Ms. Liang Zhimei (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Mr. Zhang Zhiwei (Note 1)	Interest in a controlled corporation	124,875,000	31.22%
Mr. Luo Yuanying (Note 2)	Interest of spouse	124,875,000	31.22%
Ms. Yu Xianghong (Note 3)	Interest of spouse	124,875,000	31.22%

Notes:

- Fortune Time is owned as to 50%, 25% and 25% by each of Mr. JX Liang, Ms. Liang Zhimei and Mr. Zhang Zhiwei respectively. Each of Mr. JX Liang, Ms. Liang Zhimei and Mr. Zhang Zhiwei is deemed to be interested in the Shares held by Fortune Time pursuant to the SFO.
- Mr. Luo Yuanying is the spouse of Ms. Liang Zhimei. Therefore, Mr. Luo Yuanying is deemed to be interested in the Share in which Ms. Liang Zhimei is interested in for the purpose of the SFO.
- Ms. Yu Xianghong is the spouse of Mr. Zhang Zhiwei. Therefore, Ms. Yu Xianghong is deemed to be interested in the Shares in which Mr. Zhang Zhiwei is interested in for the purpose of the SFO.

## SHARE OPTION SCHEME

The Company has conditional adopted a share option scheme (the “**Share Option Scheme**”) on 23 June 2017. For the principal terms of the Share Option Scheme, please refer to “D. Share Option Scheme” in Appendix V to the Prospectus.

Up to the date of this report, 80,000,000 share options has been granted by the Company pursuant to such Share Option Scheme. The options are unlisted. Each option gives the holder the right to subscribe for one share of HK\$0.01 each of the Company.

Details of grantees	No. of options outstanding	Date granted	Periods during which options are exercisable	Exercise price per share
Consultants, employees and others	40,000,000	17 April 2018	17 April 2018 to 16 April 2028	HK\$0.375 per share
	40,000,000	10 April 2019	10 April 2019 to 9 April 2029	HK\$0.156 per share

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2019.

## DIRECTORS' INTERESTS IN CONTRACTS

As at 31 March 2019, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS

As at 31 March 2019, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.



## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted written guidelines regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries to all Directors, the Directors confirmed that they have complied with the required standard of dealings and the said guidelines regarding Directors' securities transactions up to the date of this report.

## COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Directors consider that up to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in Appendix 15 – Corporate Governance Code to the GEM Listing Rules.

## INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Dakin Capital Limited (the “**Dakin Capital**”) as the compliance adviser. The Dakin Capital, has declared its independence pursuant to Rule 6A.07 of the GEM Listing Rules. Except for the compliance adviser agreement entered into between the Company and the compliance adviser dated 20 October 2017, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at the date of this report.

## AUDIT COMMITTEE

Pursuant to Rule 5.28 and 5.29 of the GEM Listing Rules, the Company established an audit committee (the “**Audit Committee**”) with written terms of reference aligned with the provision of the code provisions set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Wong Sui Chi (chairman), Ms. Hua Min and Ms. Xiao Ping, all of whom are independent non-executive Directors.

The Audit Committee had reviewed with the management of the Company the accounting principles and practices adopted by the Group and this report. The condensed consolidated financial results for the three months ended 31 March 2019 are unaudited, but have been reviewed by the Audit Committee.

By order of the Board

**Wan Cheng Metal Packaging Company Limited**

**Liang Junqian**

*Chairman and executive Director*

Hong Kong, 14 May 2019

*As at the date of this report, the executive Directors are Mr. Liang Junqian, Mr. Chan Kit Lung Andy and Ms. Liang Yingjun and the independent non-executive Directors are Mr. Wong Sui Chi, Ms. Hua Min and Ms. Xiao Ping.*