亲亲食品

Better Food, Better Life

親親食品集團（開曼）股份有限公司
QINQIN FOODSTUFFS GROUP (CAYMAN) COMPANY LIMITED

INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY

STOCK CODE：1583

2022
Annual Report

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Hui Ching Lau *(Chairman)*
Wong Wai Leung *(Chief Financial Officer)*
Wu Wenxu *(Chief Executive Officer)*

NON-EXECUTIVE DIRECTORS

Hui Lin Chit
Sze Man Bok
Wu Huolu
Wu Sichuan
Wu Yinhang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Cai Meng
Chan Yiu Fai Youdey
Ng Swee Leng
Paul Marin Theil

COMPANY SECRETARY

Wong Wai Leung *FCCA CPA*

AUTHORISED REPRESENTATIVES

Sze Man Bok
Wong Wai Leung

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

PLACE OF LISTING AND STOCK CODE

The Stock Exchange of Hong Kong Limited
Stock Code: 1583

HEAD OFFICE IN THE PRC

Wuli Industrial Park
Jinjiang City, Fujian Province, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2601, 26th Floor
Admiralty Centre, Tower 1
18 Harcourt Road, Hong Kong

LEGAL ADVISERS

Hong Kong

Reed Smith Richards Butler

PRC

Global Law Office

Cayman Islands

Maples and Calder

AUDITORS

Baker Tilly Hong Kong Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
2nd Floor, Floyer, 625 King's Road
North Point
Hong Kong

SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

COMPANY'S WEBSITE

www.fjqinqin.com

INVESTOR RELATIONS CONTACT

Tel: (852) 2169 0800
Fax: (852) 2169 0890
Email: ir@fjqinqin.com.hk

KEY FINANCIAL PERFORMANCE AND RATIOS

For the year ended 31 December	2022 (RMB'000)	2021 (RMB'000)	Changes
Revenue	**957,569**	860,254	11.3%
Gross profit	**247,317**	214,343	15.4%
Gross profit margin	**25.8%**	24.9%	0.9% points
EBITDA [(1)]	**76,861**	7,750	891.8%
Loss attributable to equity shareholders of the Company	**(1,387)**	(80,841)	-98.3%
Loss per share			
– Basic	**RMB(0.002)**	RMB(0.107)	
– Diluted	**RMB(0.002)**	RMB(0.107)	

As at 31 December	2022 (RMB'000)	2021 (RMB'000)	Changes
Total assets	**2,056,733**	1,916,728	7.3%
Net cash position [(2)]	**274,115**	342,307	-19.9%
Net current assets	**91,240**	91,669	-0.5%
Total equity attributable to equity shareholders of the Company	**1,234,135**	1,266,963	-2.6%
Return on equity [(3)]	**-0.1%**	-6.4%	-6.3% points
Net asset per share	**RMB1.6**	RMB1.7	
Finished goods turnover days [(4)]	**19 days**	23 days	
Trade receivables turnover days [(5)]	**2 days**	3 days	

Notes:

(1) EBITDA is equal to the loss or profit for the year before finance income, finance costs (excluded other finance charges), income tax, depreciation, amortisation, share of net losses of associates and net fair value changes on financial assets at fair value through profit or loss.

(2) Net cash position is equal to cash and bank balances net of bank borrowings.

(3) Return on equity is equal to loss or profit attributable to equity shareholders divided by total shareholders' equity at the end of the relevant year.

(4) Finished goods turnover days is equal to the average balance of finished goods divided by the cost of sales and multiplied by the number of days in the relevant year.

(5) Trade receivables turnover days is equal to the average balance of trade receivables divided by the revenue and multiplied by the number of days in the relevant year.

CHAIRMAN'S STATEMENT

On behalf of the board of directors (the "**Board**"), I am pleased to present the results of Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2022 ("**FY2022**"). During the year, the Group continued to focus on the manufacturing, distribution and sale of food and snack products in the People's Republic of China (the "**PRC**").

PERFORMANCE

In 2022, due to the impact of "COVID-19" epidemic, many cities in China implemented lockdown measures. It restricted the travel of consumers or reduced their willingness to travel, which affected their desire to spend. In addition, under the continuous impact of the epidemic, global economy and other geopolitical issues on the global supply chain, operating costs including raw material prices and labor costs continued to rise, which had a certain impact on the Group's business operations. Despite the ever-changing operating environment, the Group continued to make timely response and implement immediate strategies with the goal of maintaining revenue growth and controlling the impact of rising costs, in order to reduce operating risks and enhance profit growth.

In the past few years, the Group has first put its effort into finishing all tough work, including the construction, transformation, and innovation of production bases as well as the improvement of its overall operating efficiency and the remodeling of corporate culture, which not only required heavy investment, but also required additional time to result for the performance.

The Group continued to develop its businesses in accordance with the strategic work plan and focused on establishing a more solid foundation to support its future development and growth. The key development accomplishments in FY2022 are as follows:

- The Group's overall sales recorded continuous growth in the past three years and its revenue increased by 11.3% year-on-year in FY2022.

- The Group's successfully implemented strategies to improve profitability despite overall cost raising pressure. EBITDA (as defined in the financial highlights on page 3 to this report) in FY2022 has been increased by RMB69.1 million or 8.9 times from RMB7.8 million for the year ended 31 December 2021 ("**FY2021**") to RMB76.9 million in FY2022.

- The Group completed the development and construction of a new production base located in Xiantao City, Hubei Province in the PRC in replacement of the existing production base located in the same city in FY2022. The new production base, together with the upgraded production equipment, has provided the Group with improved production facilities, production processes and product quality, and enhanced the production capacity and environmental efficiency that will meet the long-term development of the Group.

The Group's total revenue increased by 11.3% from RMB860.3 million in FY2021 to RMB957.6 million in FY2022. Gross profit in FY2022 was approximately RMB247.3 million (2021: RMB214.3 million), representing an increase of approximately RMB33.0 million or 15.4% year-on-year; gross profit margin was 25.8% (2021: 24.9%), representing an increase of approximately 0.9 percentage points year-on-year. In addition, in FY2022, the Group recorded a consolidated net loss attributable to the shareholders of the Company of approximately RMB1.4 million, as compared to the consolidated net loss attributable to the shareholders of the Company of approximately RMB80.8 million in FY2021, with a significant reduction of net losses of approximately RMB79.4 million.

The increase in revenue, gross profit, gross profit margin and significant reduction in net loss of the Group in FY2022 was mainly attributable to the following factors:

(i) there was an increase in overall product sales volume during FY2022 as the Group strengthened the management of distribution channels and retail terminals and there were expansion of sales of products in the local surrounding areas of the Group's several new production bases. In addition, there was an increase in revenue from the sales of major products and certain new products, resulting in an increase in overall sales. The Group also increased product prices in FY2022 to offset the impact of increased costs, which resulted in the increase in gross profit of approximately RMB33.0 million and gross profit margin of approximately 0.9 percentage points in FY2022;

(ii) the Group reduced the sales of low-margin products through e-commerce channels during FY2022, and related selling and administrative expenses also decreased accordingly, resulting in a decrease in overall loss by RMB13.7 million;

(iii) the Group recorded a reversal of deferred tax assets in relation to tax losses recognised in prior years for certain of the Group's subsidiaries in Mainland China of RMB25.4 million in FY2021, considering that the utilisation of tax losses was no longer probable, whereas there were no such losses recorded by the Group in FY2022; and

(iv) the Group recorded a net loss of approximately RMB9.4 million in FY2022 (FY2021: net loss of RMB15.1 million) due to the fair value change of the Group's investment in an unlisted units in investment fund, which were measured at fair value through profit or loss. The relevant net loss decreased by approximately RMB5.7 million in FY2022.

PROSPECTS AND VISION

Looking forward to 2023, the impact of COVID-19 epidemic has been reduced and the travel restriction policies around the world has also been relaxed. The Group believes that the economy in PRC and overall consumer spending will gradually return to normal.

Although the Group's investment in the new production bases in the past few years will have a short-term negative impact on the financial results of the Group, as the new production bases gradually achieve economies of scale, it will improve the overall production capacity, product quality and production efficiency of the Group and enhance product portfolio, which will be beneficial to the Group's long-term financial performance and development. The Group believes that the strategic planning of the Group, especially our strategic initiatives in recent years, particularly to stay focus on investing in new products, channel expansion, information management system and new production facilities and equipment, has laid a firm foundation for the Group's long-term business development.

The Group will continue to put its efforts to expand product portfolio and promote product innovation and upgrades to meet changing consumer preferences. The Group will also strengthen its distribution network in the PRC by enhancing existing cooperation relationships with distributors and expand online sales platform. With the establishment of the new production bases across PRC, production efficiency and capability of the Group will gradually improve and our products will be able to reach an expanded range of local market in PRC and will improve our customer coverage.

The Group has restated its vision, mission and values since 2018. In 2021, the Group also redefined its corporate culture of "family, joy and sharing", aiming to allow employees to grow together with us and to share the success along with the corporate development. The management team will continue to adhere to the "people-oriented" philosophy to carry out its business.

Our vision and strategic objectives represent our continuing commitment to the long-term development and success of the business of the Group. We are confident that we are well placed to remain competitive during this challenging business environment. The Group also believes that it is on the right path towards the goal of becoming a century-old store! Adhering to the people-oriented philosophy along with continuous self-upgrades, the Group will become a bright star in China's food and snacks industry.

APPRECIATION

I would like to take this opportunity to express my heartfelt gratitude to all our shareholders, customers and other business partners for their long-term attention and support to the Group over the years. I would also like to thank the senior management team and all staff of the Group for their dedication and hard work to the Group during the past year.

Hui Ching Lau
Chairman
Hong Kong, 17 March 2023

Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") is a renowned food and snacks company with strong brand recognition in the People's Republic of China (the "**PRC**"). The Group is principally engaged in the manufacturing, distribution and sale of jelly products, crackers and chips, seasoning products, confectionery, rice wine and other food and snacks products under "Qinqin (親親)", "Shangerry (香格里)" and "A Snack Shop (親親物語)" brands.

INDUSTRY ENVIRONMENT

In 2022, due to the impact of "COVID-19" epidemic, many cities in China implemented lockdown measures. It restricted the travel of consumers or reduced their willingness to travel, which affected their desire to spend. In addition, under the continuous impact of the epidemic, global economy and other geopolitical issues on the global supply chain, operating costs including raw material prices and labor costs continued to rise, which had a certain impact on the Group's business operations. Despite the ever-changing operating environment, the Group continues to make timely response and implement immediate strategies with the goal of maintaining revenue growth and controlling the impact of rising costs, in order to reduce operating risks and enhance profit growth.

With the improvement of consumers' health concept and living standards, consumers' consumption pattern is changing to towards pursuing products with focus on flavor, nutrition, enjoyment and function. Enterprises have to introduce new innovative products with high-quality and nutrition value timely to adapt to changes in consumers' demand and preferences. Coupled with factors such as the increasing imported food competitions, rising raw material prices and labor costs, snack food companies have to compete with both domestic and foreign industry companies. Despite facing various challenges, the Group still believes that food and snack industry in the PRC will continue to develop with the overall economic development and rising consumer demand in PRC, and expected that it still has huge development potential in the future.

BUSINESS OVERVIEW

For the year ended 31 December 2022 (the "**Reporting Period**"), the Group's total revenue was approximately RMB957.6 million (2021: RMB860.3 million), representing an increase of approximately RMB97.3 million or 11.3% year-on-year. The increase in revenue was mainly due to the strengthening of the Group's management of distribution channels and retail terminals during the year, resulting in an increase in overall sales. During the Reporting Period, the Group also increased product prices, continued to adjust product mix and sales strategies, and focused on development of new product with higher profit margin to enrich the product portfolio which increased overall product sales and profit margin.

For the Reporting Period, the Group's gross profit and gross profit margin both increased. Gross profit for the Reporting Period was approximately RMB247.3 million (2021: RMB214.3 million), representing an increase of approximately RMB33.0 million or 15.4% year-on-year; gross profit margin was 25.8% (2021: 24.9%), representing an increase of approximately 0.9 percentage points year-on-year. In addition, in the Reporting Period, the Group recorded a consolidated net loss attributable to the shareholders of the Company of approximately RMB1.4 million, as compared to the consolidated net loss attributable to the shareholders of the Company of approximately RMB80.8 million for the year ended 31 December 2021, with a significant reduction of net losses of approximately RMB79.4 million.

The increase in revenue, gross profit, gross profit margin and significant reduction in net loss of the Group in the Reporting Period was mainly attributable to the following factors:

(i) there was an increase in overall product sales volume during the Reporting Period as the Group strengthened the management of distribution channels and retail terminals and there were expansion of sales of products in the local surrounding areas of the Group's several new production bases. In addition, there was an increase in revenue from the sales of major products and certain new products, resulting in an increase in overall sales. The Group also increased product prices in the Reporting Period to offset the impact of increased costs, which resulted in the increase in gross profit of approximately RMB33.0 million and gross profit margin of approximately 0.9 percentage points in the Reporting Period;

(ii) the Group reduced the sales of low-margin products through e-commerce channels during the Reporting Period, and related selling and administrative expenses also decreased accordingly, resulting in a decrease in overall loss by RMB13.7 million;

(iii) the Group recorded a reversal of deferred tax assets in relation to tax losses recognised in prior years for certain of the Group's subsidiaries in Mainland China of RMB25.4 million in the year ended 31 December 2021, considering that the utilisation of tax losses was no longer probable, whereas there were no such losses recorded by the Group in the Reporting Period; and

(iv) the Group recorded a net loss of approximately RMB9.4 million in the Reporting Period (2021: net loss of RMB15.1 million) due to the fair value change of the Group's investment in an unlisted units in investment fund, which were measured at fair value through profit or loss. The relevant net loss decreased by approximately RMB5.7 million during the Reporting Period.

Jelly products

Sales of jelly products in the Reporting Period were approximately RMB564.8 million (2021: RMB473.0 million), representing an increase of approximately 19.4% year-on-year, and accounting for 59.0% (2021: 55.0%) of total revenue of the Group. Gross profit was approximately RMB157.6 million (2021: RMB130.1 million), representing an increase of approximately 21.1% year-on-year. Gross profit margin was approximately 27.9% (2021: 27.5%), representing an increase of approximately 0.4 percentage points year-on-year.

In the Reporting Period, the increase in revenue, gross profit and gross profit margin of jelly products were mainly attributable to the Group's enhanced management of distribution channels and retail terminals during the Reporting Period, resulting in an increase in overall sales. In addition, the Group raised product prices in the fourth quarter of 2021, and continued to optimize its product mix and sales strategies, launching new products with higher gross profit, including「布丁小方凍」,「初雪微融冰淇淋布丁」,「蒟蒻果汁果凍」and「益生菌奶昔」, which successfully offset the impact of increased production costs.

Crackers and Chips

Sales of crackers and chips in the Reporting Period were approximately RMB265.1 million (2021: RMB225.4 million), representing an increase of approximately 17.6% year-on-year, and accounting for 27.7% (2021: 26.2%) of total revenue of the Group. Gross profit was approximately RMB66.6 million (2021: RMB53.8 million), representing an increase of approximately 23.8% year-on-year. Gross profit margin was approximately 25.1% (2021: 23.9%), representing an increase of approximately 1.2 percentage points year-on-year.

The sales of crackers and chips maintained a steady growth in the Reporting Period, mainly because the Group strengthened the management of distribution channels and retail terminals during the Reporting Period, and continued to develop markets in southern China where the sales were relatively weak and new markets in the southwest and northwest, resulting in an increase in overall sales. Furthermore, the Group raised product prices in the fourth quarter of 2021, continued to optimize its product mix and sales strategies, and focused on the continual expansion and launch of new product series such as「薯片」and「親親圈」, thereby leading to a growth in sales, gross profit and gross profit margin during the Reporting Period.

Seasoning Products

Sales of seasoning products in the Revelant Period were approximately RMB73.6 million (2021: RMB83.5 million), representing a decrease of approximately 11.9% year-on-year, and accounting for 7.7% (2021: 9.7%) of total revenue of the Group. Gross profit was approximately RMB19.0 million (2021: RMB26.3 million), representing a decrease of approximately 27.8% year-on-year. Gross profit margin was approximately 25.8% (2021: 31.5%), representing a decrease of approximately 5.7 percentage points year-on-year.

In the Relevant Period, due to the impacts of the COVID-19 pandemic, various cities across the PRC implemented lockdown measures. Some restaurants were forced to shut down, resulting in a decrease in the revenue of the seasoning business. Furthermore, the costs of major raw materials for seasoning products have continued to rise since the second half of 2021, leading to a decline in sales, gross profit and gross profit margin during the Relevant Period.

Confectionery and Other Products

Confectionery and other products include confectionary products, new snack products under the brand of "A Snack Shop (親親物語)" such as dried fruits, nuts, biscuits, bakery and dried meat and vegetarian snack products and rice wine and sesame candy products. Sales of confectionery and other products in the Relevant Period were approximately RMB54.0 million (2021: RMB78.4 million), representing a decrease of approximately 31.1% year-on-year, and accounting for 5.6% (2021: 9.1%) of total revenue of the Group. Gross profit margin was approximately 7.6% (2021: 5.4%), representing an increase of approximately 2.2 percentage points year-on-year.

The decrease in sales during the Relevant Period was mainly attributable to the decrease in sales of new snack products under the brand of "A Snack Shop (親親物語)". These products are mainly produced by other suppliers and sold through e-commerce channels, resulting in higher selling expenses and lower gross profit margins. During the Relevant Period, the Group adjusted its strategy to reduce the sales of those loss-making products in e-commerce channels and increased the proportion of self-produced products with higher gross profit, resulting in an increase in the overall gross profit margin and profit margin and a decrease in sales. Besides, the new rice wine and sesame candy products launched last year had an increase in sales during the Relevant Period, but the total sales volume was still relatively low and was unable to meet the expectations. As the new production base for the rice wine and sesame candy has not yet achieved economies of scale, the production costs are relatively high, resulting in gross losses for rice wine and sesame products segment, therefore the gross profit margin for this segment was comparatively lower than other segments.

Distribution and Selling Expenses

Distribution and selling expenses mainly represented staff costs, transportation costs, marketing and advertising expenses and other selling related expenses. Distribution and selling expenses in the Relevant Period were approximately RMB139.6 million (2021: RMB138.1 million), representing an increase of 1.1% year-on-year, and accounting for 14.6% (2021: 16.0%) of total revenue of the Group. The year-on-year increase in distribution and selling expenses was a net effect of (i) the increase in salaries and bonuses of the sales team which has been increased due to the overall increase in sales and good performance of the sales team; the reduction in marketing and promotional activities for the Relevant Period; and (iii) the decrease in selling expenses in relation to the sales of product through e-commerce channels due to the Group's strategies adjustments.

In order to improve the overall profitability and profit margin, the Group has implemented measures to tighten the control over expenses during the Relevant Period. As a result, the distribution and selling expenses as a percentage of the total revenue of the Group has decreased accordingly during the Relevant Period.

Administrative Expenses

Administrative expenses mainly represented staff costs, depreciation of property plant and equipment, property and land-use taxes, utilities and various office expenses and other administrative expenses. Administrative expenses in the Relevant Period were approximately RMB122.7 million (2021: RMB135.7 million), representing a decrease of 9.6% year-on-year, and accounting for 12.8% (2021: 15.8%) of total revenue of the Group. The year-on-year decrease was mainly attributable to the fact that some of the new production bases were still in trial production in 2021, and the relevant production costs were included in administrative expenses. The production costs were then included in cost of sales when the new production bases were officially put into operation during the Relevant Period. Besides, the relocation of the production base incurred one-off expenses for relocation and severance pay in the 2021, so the administrative expenses decreased during the Relevant Period.

Strategic Development Investment Projects

As part of the strategic development plans and business expansion strategies of the Group, the Group has invested in a number of consumer goods companies with fast-growing potential and synergy with the Group's business. In the Relevant Period, the Group had no new investment projects. These companies mainly engage in the production or sale of food, beverage and alcohol products in the PRC and abroad.

During the Relevant Period, there was a decrease in the fair value of certain investments of the Group as the business performance of these investments were negatively affected by the persistent impact of COVID-19. As a result, the Group recognised a fair value loss through other comprehensive income of RMB33.6 million (2021: the fair value gain through other comprehensive income was approximately RMB11.0 million) during the Relevant Period based on the business valuation of these investments as at 31 December 2022. The Group believes that the strategic investments in these companies will be beneficial to the long-term development and industrial layout of the Group.

Product Development and Upgrade

The Group is committed to developing popular, natural and healthy products with high nutritious value and quality. The Group's product management center, leveraging its outstanding professional technical talents as well as research and development capabilities for innovative products, has enhanced its creativity in areas such as product development, packaging design and brand marketing. The Group has increased its investment in product innovation, production facilities and quality inspection equipment, thereby ensuring the speed and efficiency of the development and launching of new products.

For jelly products, the Group launched new products with higher gross profit during the Relevant Period, including「布丁小方凍」,「初雪微融冰淇淋布丁」,「蒟蒻果汁果凍」,「益生菌奶昔」and other products. The Group will focus on increasing the sales of key products and continue to launch innovative, healthy and delicious products and keep adjusting marketing strategies for new product. The Group believes that with the continual introduction and launch of new products, it will contribute to the sustainable development and growth of the jelly product business.

For crackers and chips, the Group will continue to deepen the leading position of the prawn cracker. Through a series of measures such as improving taste, upgrading packaging and increasing flavors, the Group launched a new prawn cracker product with a low-sodium formula, so as to meet consumers' demand for healthy snacks. The new product reduces sodium by 40% based on the classic version. In addition, the Group will keep focusing on the continual expansion and launch of new product series such as「薯片」and「親親圈」, increase the development and exposure of promotional activities at retail terminals, and continue to consolidate the Group's leading position in the market.

For seasoning products, the Group will continue to adopt "make cooking easier" as the target goal for its product and brand development. The Group will aim to increase the proportion of high-margin products through a series of upgrades on packaging and to increase market share and brand influence. The Group will continue to step up the promotion of its seasoning products in two channels, namely the catering market and the household market, develop more sales points, and launch more products to meet the demands of the catering and household markets. Meanwhile, with the aim of seeking market opportunities and new growth drivers in the process of industrialisation of the catering industry, the Group will continue to provide customised products and services to catering chain customers and catering supply chain customers.

For other snacks products, the Group will continue to develop new snack food, including candy, chocolate, biscuits, bakery and rice wine snacks products. As consumers gradually increase attention to healthy diets, the Group will conduct in-depth research on consumer habits, and develop new snack products with a healthy concept, in order to provide consumers with products with different tastes and flavour, and continue to expand new product categories to increase sales revenue.

Promotion and Marketing

The Group will continue to strengthen the management of distribution channels and retail terminals, increase the number of retail sales points, and expand product sales in the areas surrounding the new production bases. The Group will continue to focus on promoting key products and crossover products, re-optimize key products and upgrade their packaging, so as to better support brand exposure.

The Group made full use of social media including WeChat, Weibo, TikTok, Xiaohongshu and bilibili to establish effective interaction with young consumers, took an advantage of fan economy and built a private community for large-scale marketing exposure to increase its brand awareness. In terms of sales channels,「咖啡圈」,「巧克力圈」and「蒟蒻可吸凍」were mainly promoted through e-commerce and convenience stores in first and second tier cities based on the behavioral changes of young consumers of this generation to obtain favorable advantage in the competitive market in PRC.

In addition, the Group will continue to cooperate with certain of its strategic investment partners to jointly promote the Group's and their products on e-commerce channels, food fairs and exhibition to attract new customers.

Channel Expansion

Along with product upgrades, the Group continued to broaden its existing distributors network by expanding to new channels such as snack food branded stores, convenience stores, campus snack stores, gas stations.

To improve the overall gross profit margin and net profit margin, the Group has adjusted the development strategies of its e-commerce business during the Relevant Period, reducing the sales of low-margin products through e-commerce channels, and increasing the proportion of the sale of self-produced products with higher gross profit. The e-commerce business will continue to promote and sell products through online platforms and live streaming channels, and employ e-commerce as the main channel for the Group's brand promotion and some of its new product launches. With the advantages of the Group's production bases and supply chain, transportation and distribution costs will be reduced and the Group will aim to increase its overall revenue and profits. Besides, the Group will continue to actively cooperate with new retailers such as Alibaba, JD and Pinduoduo to develop new retail channels. On this basis, the Group believes that it will further realize growth for this business and generate profits for the Group in the future.

Production Facilities Improvement

The Group has formulated a clear development plan for its production facilities and equipment. In the past three years, the Group completed the development and construction of four new production bases located in different regions in the PRC including Xiaogan City, Hubei Province, Jining City, Shandong Province, Meishan City, Sichuan Province and Ningxia City, Gansu Province. Not only did it improve the production capacity, quality and efficiency of the Group for its long-term development, but it also reduced supply chain logistics costs and laid the foundation for further expanding the sales of products in the local surrounding areas.

The total capital expenditure of the Group in the Relevant Period regarding building of new production bases and revamp of existing production bases projects was approximately RMB274.7 million. One of the major projects included the construction of the Group's new production base in Xiantao City, Hubei Province have been completed and were in operation this year. As at 31 December 2022, the construction of the production base in Quanzhou City, Fujian Province was still under construction and was expected to be completed in 2023. The Group believes that the long-term development and future profit growth of the enterprise will be driven by the optimisation of the Group's resources, the construction and renovation of plants, equipment upgrades to improve its production facilities, production processes and product quality, as well as the improvement of production capacity and efficiency.

The Group entered into certain construction contracts in relation to the construction of production bases in Jining City, Shandong Province, Xiantao City, Hubei Province and Quanzhou City, Fujian Province, which constituted as disclosable transactions of the Company under Chapter 14 of the Rules Governing the Listing of Securities of the Stock Exchange. For details, please refer to the Company's announcement dated 27 April 2022.

The Group aimed to reduce the impact of increasing labour costs by increasing the level of our production facilities automation. The Group continued to conduct "equipment transformation, production process enhancement, quality improvement" for its production facilities and cooperated with various foreign equipment enterprises for bringing in production lines including jelly products as well as crackers and chips with the world advanced standards. The Group believes that a highly automated production process with technologically-more-advanced equipment will allow the Group to reduce its reliance on labour, improve production efficiency and accelerate the time-to market for our products. In addition, the Group continued to adopt measures to save energy and lower consumption and products defective rate.

The Group strived to provide consumers with healthy and safe products, and it has always strictly complied with the stringent international production standards. Hence, the Group has been awarded the HALAL, SC, KOSHER, ISO14001 and ISO9001 certifications in respect of its production facilities, quality control and management system.

FUTURE PROSPECTS AND STRATEGIES

The Group's strategic initiatives in recent years, particularly to stay focus on investing in new products, channel expansion, information management system and new production facilities and equipment, has laid a firm foundation for the next chapter in the Group's business development.

Although the market is full of challenges, we are looking forward to the future as the Group will continue to focus our efforts in the following areas, to drive further growth of the Group's business and thereby creating greater value for its shareholders.

- Capture the opportunities of consumer upgrades through continuous product innovations, thereby adhering to its diversified product strategies, focusing on enhancement of product quality, optimisation of product portfolio and strengthening market position of our key products in terms of operation.

- Expand our distribution channels, strengthen our traditional distribution network, develop and allocate more high margin products for sales through e-commerce channels and further develop other new market access such as snack food branded stores and restaurants channels in order to increase market penetration.

- Continued to complete the construction and transformation of our production bases and upgrade equipment to improve production facilities, production processes and product quality, to enhance environmental efficiency and move towards green production and to enhance production capacity and efficiency that will meet the long-term development of the Group.

- Refine internal management process and strengthen the integration of various software to improve efficiency, invest in talent development and information management system to raise corporate management standards, improve the Group's operating efficiency and core competitiveness, and to enhance sustainable development of the Group.

- Explore investment opportunities in consumer goods companies with fast-growing potential and synergy with the Group's business, alliances with strategic investment partners to facilitate long-term development and business growth of the Group.

LIQUIDITY AND CAPITAL RESOURCES

The Group maintained a solid financial position and was in a net cash position as at 31 December 2022. As at 31 December 2022, the Group had cash and bank balances of RMB502.1 million (2021: RMB439.7 million) and bank borrowings of RMB228.0 million (2021: RMB97.4 million).

As at 31 December 2022, the Group's working capital or net current assets were RMB91.2 million (2021: RMB91.7 million). The current ratio, represented by current assets divided by current liabilities, was 1.0 (2021: 1.1). The Group's total equity was RMB1,234.7 million (2021: RMB1,267.9 million), representing a decrease of 2.6%. The decrease in net cash position from RMB342.3 million as at 31 December 2021 to RMB274.1 million as at 31 December 2022 was mainly attributable to the Group's capital expenditure incurred for construction of new production bases and the purchase of new production equipment in PRC to facilitate the Group's long term business development plan.

Cash and bank balances were mainly denominated in RMB, HKD and USD. As at 31 December 2022, pledged bank deposits of RMB15.5 million (2021: RMB22.1 million) were being used as the security for a banking facility of USD8.0 million (equivalent to RMB55.7 million) granted by a bank for certain short term credit facility arrangement.

As part of treasury management activities with respect to the Group's surplus cash assets, the Group has invested, at fair value, of RMB32.4 million as at 31 December 2022 (2021: RMB41.8 million) in units in investment funds measured at fair value through profit or loss. During the year, there was a net loss of RMB9.4 million (2021: net loss of RMB15.1 million) recorded in profit or loss due to the fair value change of these investments.

As at 31 December 2022, the Group's bank borrowings denominated in RMB bore interest rates ranged from 1.30% to 3.55% per annum (2021: 2.55% to 3.55% per annum) with an effective interest rate of 2.94% (2021: 2.99%). In addition, the effective interest rate of the Group's bank overdraft denominated in USD was 2.75% per annum as at 31 December 2022 (2021: 1.6% per annum). Gearing ratio is equal to net debt position of the Group divided by its shareholders equity. As the Group was in net cash position as at 31 December 2022 and in 31 December 2021, no gearing ratio was presented.

In 2022, the Group invested RMB274.7 million on capital expenditure (2021: RMB354.0 million). The capital expenditure was mainly incurred for construction of new production bases and the purchase of new production equipment in PRC to facilitate the Group's long term business development plan. It is expected that the upcoming capital expenditure requirements will be funded by both internal and external resources of the Group. Overall, the Group's financial position remains sound for continued business expansion.

COMMITMENTS AND CONTINGENCIES

As at 31 December 2022, the Group had total capital commitments (contracted but not provided for) of RMB240.9 million (2021: RMB215.9 million).

As at 31 December 2022, the Group had future aggregate minimum lease payments under non-cancellable operating leases of RMB3.7 million (2021: RMB3.7 million).

The Group had no material contingent liabilities as at 31 December 2022 and 31 December 2021.

SIGNIFICANT INVESTMENTS HELD AND MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save for those disclosed in this report, there were no other significant investments held, nor were there any material acquisitions or disposals of subsidiaries, associates and joint ventures during the year.

CHARGE ON ASSETS

As at 31 December 2022, certain land use rights and buildings of the Group with net book value of RMB553.6 million (2021: RMB80.4 million) were pledged for bank borrowings of RMB177.3 million (2021: RMB79.8 million) and unutilised bank facilities granted by the bank of RMB198.0 million (2021: Nil).

In addition, the Group had a banking facility of USD8.0 million (equivalent to RMB55.7 million) (2021: RMB51.0 million) granted by a bank for certain short term credit facility arrangement which was pledged by the bank deposits of the Group in the amount of RMB15.5 million as at 31 December 2022 (2021: RMB22.1 million).

HUMAN RESOURCES AND MANAGEMENT

As at 31 December 2022, the Group had approximately 2,600 (2021: 2,700) employees. For the year ended 31 December 2022, total employee benefit expenses, including directors' emoluments, was approximately RMB214.0 million (2021: RMB203.6 million). The increase in total employee benefit expenses was mainly attributable to overall salary increment.

The Group aims to create a strong sense of community and a motivating environment for its employees to excel. The Group recruit employees based on a number of factors, including their educational background, work experience and vacancies within the Group. The Group determines employees' compensation based on their qualifications, work experience, position and performance. In addition to salaries, the Group provides a comprehensive range of staff benefits to its employees, including performance or contribution-based bonuses and allowances for meals and free dormitories. Besides, share options may be granted to eligible employees of the Group in accordance with the terms of the share option scheme adopted by the Company.

The Group also committed to continuing education and development of its employees, and the Group provides various education and training programs both internally and externally to cultivate its employees in improving their skills and developing their potential.

FOREIGN EXCHANGE RISK

The Group operates its businesses primarily in the PRC and its functional currency is RMB. Foreign exchange risk arises mainly from future commercial transactions of sales and purchases with overseas customers and suppliers by the Group and recognised assets or liabilities, such as cash and cash equivalent, term deposits, restricted bank deposits, trade and other receivables and payables, and bank borrowings of the Group, which are denominated in HKD, USD and other currencies.

During the year ended 31 December 2022, the Group recorded foreign exchange gain in relation to its cash and cash equivalent totaling RMB0.2 million (2021: net foreign exchange loss totaling RMB2.5 million). In order to limit this exchange rate risk, the Group closely monitors HKD and USD exposure to an acceptable level by buying or selling foreign currencies at spot rates where necessary. Save as disclosed above, the Group is exposed to minimal foreign exchange risk exposure as the Group focus its sales and purchase within the PRC market.

FINAL DIVIDEND

The Board did not recommend the payment of final dividend for the year ended 31 December 2022 (2021: Nil).

DIRECTORS

Executive Directors

Mr. Hui Ching Lau, aged 43, is the Chairman of the board of directors, an executive director and the chairman and member of nomination committee of the Company. He was a non-executive director of the Company since 22 March 2016 until his re-designation as an executive director on 16 May 2017. He is also a director of most of the subsidiaries of the Group. He is responsible for providing leadership, guidance and strategic advice on corporate development and investment of the Group. He has accumulated over 18 years of experience in the food and snacks business since he became a director of some of the subsidiaries of the Group in April 2003. He is also the managing director of Lianjie Investments Group Limited. He has about 21 years of experience in investment management and is responsible for the daily operation and management of Lianjie Investments Group Limited. Mr. Hui is also an executive director of Hengan International Group Company Limited ("**Hengan**" and, together with its subsidiaries, "**Hengan Group**") (a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), stock code: 1044) since 10 December 2020 and has been appointed as Chief Executive Officer of Hengan Group on 18 August 2021.

Mr. Hui was a director of AGORA Hospitality Group Co., Ltd. (a company whose shares are listed on the Tokyo Stock Exchange, stock code: 9704) from 29 March 2018 to 3 December 2020. Mr. Hui was a non-executive director of China Huiyuan Juice Group Limited ("**Huiyuan Juice**") from 29 January 2018 to 10 January 2019. Huiyuan Juice is a company incorporated in the Cayman Islands with limited liability and whose shares were listed on the Main Board of the Stock Exchange (Stock code: 1886) until 18 January 2021 which the listing status were cancelled by the Stock Exchange. Huiyuan Juice was principally engaged in production and sale of fruit juice, fruit and vegetable juice and other beverages. In October 2019, a winding-up petition and provisional liquidators application at the High Court of Hong Kong was served on Huiyuan Juice. For further details of the proceedings, please refer to the announcements of Huiyuan Juice including that dated 24 January 2019 (https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0124/ltn201901249978.pdf), 24 October 2019 (https://www1.hkexnews.hk/listedco/listconews/sehk/2019/1025/2019102401207.pdf), 19 November 2020 (https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1119/2020111901298.pdf) and 30 November 2020 (https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1130/2020113001375.pdf).

Mr. Hui is a member of the 11th and 12th Fujian Provincial Committee of Chinese People's Political Consultative Conference ("**CPPCC**") from 2013 to 2022 and a member of the 14th National Committee of CPPCC since 2023. He is the executive vice president of the Fourth Youth Committee of All-China Federation of Returned Overseas Chinese since December 2014. Mr. Hui is also the vice chairman of Fujian Federation of Industry and Commerce (11th session), an executive committee member of All-China Federation of Industry and Commence (12th session), a standing committee member of the 10th Committee of All-China Federation of Returned Overseas Chinese, the life honorary president of the World Jinjiang Youth Association, the life honorary advisor of Federation of Jinjiang Hong Kong Associations, the life honorary chairman of the Hong Kong Federation of Fujian Associations and co-chairman of the China Paper Chamber of Commerce.

Mr. Hui graduated with a Degree of Bachelor of Arts in Accounting & Finance and Economics from the University of Kent at Canterbury in July 2001, and a Degree of Master of Science in Finance from the University of London (Imperial College of Science, Technology and Medicine) in the UK in November 2002. He also received a Degree of Executive Master of Business Administration from Cheung Kong Graduate School of Business in September 2010 in the People's Republic of China.

Mr. Hui is the son of Mr. Hui Lin Chit, the ex-Chairman of the board of directors and a non-executive director of the Company. He is a director of Sure Wonder Limited, a substantial shareholder within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wong Wai Leung, aged 45, is an executive director, the chief financial officer and company secretary of the Company. He is also a director of certain of the subsidiaries of the Group. He is responsible for the corporate development, investment, accounting and financial, and corporate governance matters of the Group. Mr. Wong worked at Ernst & Young in audit assurance from September 2000 to July 2009. He is an independent non-executive director of MediNet Group Limited, a company listed on the GEM of the Stock Exchange (Stock code: 8161), since 19 May 2016 and an independent non-executive director of Vertical International Holdings Limited, a company listed on the GEM of the Stock Exchange (Stock code: 8375), since 24 October 2017. He was an independent non-executive director of Zhongchang International Holdings Group Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 859) from 13 May 2020 to 12 May 2021. He is also a director in a private group ultimately owned by Mr. Hui Ching Lau, which manages investments and trusts for Mr. Hui Ching Lau's family.

Mr. Wong received a Degree of Bachelor of Business Administration in Accounting from the Hong Kong University of Science and Technology in November 2000. He has also been a member of the Hong Kong Institute of Certified Public Accountants since July 2004, and a fellow of the Association of Chartered Certified Accountants since September 2010.

Mr. Wu Wenxu, aged 51, is an executive director of the Company since 8 December 2020 and has been appointed as the Chief Executive Officer of the Group on 6 May 2021. He is also a director of certain of the subsidiaries of the Group. Prior to Mr. Wu's appointment as the Chief Executive Officer of the Group, he was the vice president of the Group, responsible for managing and overseeing overall production activities and the management of the Group's supply chain, production facilities and equipment. He joined the Group in June 1993 and he has rich experience in production and manufacturing, technological innovation and quality control.

Non-Executive Directors

Mr. Hui Lin Chit (formerly known as Hui Chi Lin), aged 69, is a non-executive director of the Company since 22 March 2016. He was the Chairman of the Company until 12 April 2017. He is responsible for providing leadership, guidance and strategic advice to the Group. He has accumulated over 14 years of experience in the food and snacks business since he became a director of some of the subsidiaries of the Group in November 2008. Mr. Hui is also an executive director and deputy chairman of Hengan, as well as founding shareholder of Hengan Group. He was the chief executive officer of Hengan Group from 1998 to 18 August 2021. Mr. Hui was appointed as executive director of Wang Zeng Berhad on 15 June 2017, a company listed on the Main Market of Bursa Malaysia Securities Berhad with a stock code of 7203. He was redesignated as non-independent non-executive chairman of Wang Zeng Berhad on 25 September 2017.

Mr. Hui is the chairman of United Nations Maritime-Continental Silk Road Cities Alliance and the Jinjiang City Charity Federation.

During the period from 1998 to 2012, Mr. Hui was a member of the Ninth, Tenth and Eleventh National Committee of the CPPCC. During the period from 1997 to 2011, he was also a member of the Executive Committee (at the Eighth CPPCC) and Standing Committee (at the Ninth CPPCC), and deputy chairman (at the Tenth CPPCC) of the All-China Federation of Industry and Commerce. Mr. Hui was also the deputy chairman of the Ninth, Tenth and Eleventh Political Consultative Conference in Quanzhou City and the chairman of the Tenth, Eleventh, Twelfth and Thirteenth Quanzhou Federation of Industry and Commerce. Mr. Hui was accredited with the title of Senior Economist in the People's Republic of China by the Department of Human Resources of Fujian Province in May 1996.

Mr. Hui is the father of Mr. Hui Ching Lau, the Chairman and an executive director of the Company.

Mr. Sze Man Bok, aged 73, is a non-executive director of the Company since 22 March 2016 and a director of certain subsidiaries of the Group. He is responsible for providing leadership, guidance and strategic advice to the Group. He has accumulated over 14 years of experience in the food and snacks business since he became a director of some of the subsidiaries of the Group in November 2008. Mr. Sze is an executive director, chairman and founding shareholder of Hengan Group. Mr. Sze was appointed as executive director of Wang Zeng Berhad on 15 June 2017, a company listed on the Main Market of Bursa Malaysia Securities Berhad with a stock code of 7203. He was redesignated as non-independent non-executive director of Wang Zeng Berhad on 25 September 2017.

Mr. Wu Huolu, aged 59, is a non-executive director of the Company since 22 March 2016. He is responsible for providing leadership and guidance in relation to the general development of the Group. He is one of the founding members of the Group and has accumulated over 32 years of experience in food and snacks production, operation and management. He had also acted as a director of Luyan (Fujian) Pharma Co., Ltd, a company which engaged in distribution of medicine and listed on the Shenzhen Stock Exchange (Stock code: 2788) since January 2011 to October 2017.

Mr. Wu is the brother-in-law of Mr. Wu Yinhang's brother. Mr. Wu Yinhang is a non-executive director of the Company.

Mr. Wu Sichuan, aged 58, is a non-executive director of the Company since 22 March 2016. He is responsible for providing leadership and guidance in relation to the general development of the Group. He is one of the founding members of the Group and has accumulated over 32 years of experience in food and snacks production, operation and management.

Mr. Wu Yinhang, aged 55, is a non-executive director of the Company since 22 March 2016. He is responsible for providing leadership and guidance in relation to the general development of the Group. He is one of the founding members of the Group and has accumulated over 32 years of experience in food and snacks production, operation and management.

Mr. Wu is the brother of Mr. Wu Huolu's brother-in-law. Mr. Wu Huolu is a non-executive director of the Company.

Independent Non-executive Directors

Mr. Cai Meng, aged 55, was appointed as an independent non-executive director of the Company on 17 June 2016. He is a member of audit, remuneration and nomination committees of the Company. Mr. Cai has more than 19 years of experience in business management consulting services, and has been the chairman of Beijing Hejun Hengcheng Business Management Consultant Corp., Ltd. (previously known as Hejun Consulting Company Limited) since January 2015. The company was listed on the New Third Board of the China Stock Markets (Stock number: 839279) since September 2016. Mr. Cai was a research assistant (lecturer) at Beijing University of Aeronautics and Astronautics (now known as Beihang University) from July 1990 to September 1994. He acted as a deputy general manager of various departments of China Asset Management Co., Limited during the period from May 1998 to June 2002. Mr. Cai was a partner of Beijing Hezhong Huifu Consulting Co. Ltd., a securities investment consulting firm, from November 2002 to March 2008. From March 2008 to March 2014, he was the general manager and project manager of H&J Consulting Co., Ltd (now known as Beijing Hejun Digital Learning Company Limited, a company providing management training services), and was chairman of the supervisory board of the same from August 2014 to December 2015. He has been an independent director of Dajin Heavy Industry Corporation, a company listed on the Shenzhen Stock Exchange (Stock code: 002487) since 4 March 2022.

Mr. Cai obtained a Degree of Bachelor of Laws in July 1990 from Beijing University of Aeronautics and Astronautics, and then a Certificate of Graduation for a post-graduate degree in education from the same university in July 1997. He was then awarded the Certified Management Consultant certification by the International Council of Management Consulting Institutes in June 2006.

Mr. Chan Yiu Fai Youdey, aged 53, was appointed as an independent non-executive director of the Company on 17 June 2016. He is a member of audit, remuneration and nomination committees of the Company. Mr. Chan has 29 years of experience in the legal industry. Mr. Chan has been a partner of David Y.Y. Fung & Co., solicitors since December 2004. He is also an independent non-executive director of Nan Nan Resources Enterprises Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 1229), since March 2008.

Mr. Chan graduated from the University of Hong Kong with a Degree of Bachelor of Laws in June 1992 and a Postgraduate Certificate in Laws in June 1994. Mr. Chan received a Degree of Master of Laws from the City University of Hong Kong in November 1997 and a Degree of Master of Laws from the People's University of China in June 2001. Mr. Chan was admitted as a solicitor in Hong Kong in February 1997, and in England and Wales in July 1997. He was accredited as a general mediator by the Hong Kong International Arbitration Centre in February 2013.

Mr. Ng Swee Leng, aged 58, was appointed as an independent non-executive director of the Company on 17 June 2016. He is the chairman of audit committee and a member of remuneration and nomination committees of the Company. Mr. Ng has 33 years of financial and managerial experience. Mr. Ng was the Associate Finance Director of Procter & Gamble International Operations Pte. Limited in Singapore from August 2007 to August 2008. He then joined Kraft Foods China and acted as its Chief Financial Officer from November 2008 to June 2013 before he acted as the Chief Financial Officer of GroupM China from June 2013 until February 2016. He was responsible for, amongst others, overseeing the finance functions and corporate governance matters of the aforesaid companies before his appointment as an independent non-executive director of the Company.

Mr. Ng completed the examination of The Chartered Institute of Management Accountants ("**CIMA**") in the UK in November 1989. He has been a fellow of CIMA since September 2000. Mr. Ng was certified as a Chartered Accountant by, and became a member of, the Malaysian Institute of Accountants in June 2001, and has been a member of the Chartered Global Management Accountants in the UK and USA since May 2011.

Mr. Paul Marin Theil, aged 69, was appointed as an independent non-executive director of the Company on 17 June 2016. He is the chairman of remuneration committee and a member of audit and nomination committees of the Company. Mr. Theil has extensive experience in the finance and investment industry. Mr. Theil is the founder of Shenzhen Zhong An Credit Investment Co., Ltd and was appointed as its chairman in January 2008. From October 2013 to June 2021, Mr. Theil was an independent director of China Industrial Bank Co. Ltd., a company listed on the Shanghai Stock Exchange (Stock code: 601166) since October 2013, and he was redesignated as supervisor since June 2021. He is also an independent non-executive director of Hengan since 17 May 2019. Mr. Theil was also formerly a director of Hengan during the period from July 2000 to September 2001.

Mr. Theil graduated from Yale University with a Degree of Bachelor of Arts in June 1975 and a Degree of Master of Arts in East Asian Studies in June 1975. He also graduated with a Degree of Juris Doctor and a Degree of Master of Business Administration from Harvard Law School and Harvard Business School in November 1981 and June 1980 respectively.

SENIOR MANAGEMENT

Mr. Zheng Junlong, aged 46, is the vice president of the Group and the general manager of the Group's strategic investment department and the general manager of the Group's risk management department and in charge of the human resource and administration department of the Group. He is responsible for the strategic investment, legal affairs, internal audit and risk management and human resource management of the Group. He joined the Group in June 2017. Prior to that, he worked at the legal compliance department of Hengan Group as a senior legal officer from March 1999 to March 2007, at SKSHU Paint Co., Ltd. as the legal affairs manager from March 2007 to December 2007, at Lianjie Investments Group Limited as a vice president from December 2007 to May 2017, where he was responsible for legal affairs and assisting in handling investment affairs. He has over 22 years of experience in corporate legal affairs, investment management and administration. Mr. Zheng obtained a Diploma in Law (online education) from Beijing Normal University in 2009, and obtained the Enterprise Legal Consultant Qualification Certificate of the People's Republic of China jointly issued by the Ministry of Human Resources of the People's Republic of China, the State-owned Assets Supervision and Administration Commission of the State Council and the Ministry of Justice of the People's Republic of China in December 2003.

Mr. Huang Huangshan, aged 38, is the general manager of the sales and marketing department of the Group. He is responsible for the sales management of the Group's main products. He joined the Group in June 2017. He worked as the general manager of the human resource and administration department of the Group from June 2017 to March 2021. He was re-designated from the general manager of the human resource and administration department to the general manager of the sales and marketing department (first division) from March 2021 to December 2022, and has been re-redesignated as the general manager of the sales and marketing department since January 2023. Prior to that, he worked at Hengan Group as human resource manager. He has over 13 years of senior management experience in large enterprises. He graduated from Fujian Normal University, majoring in public service management and minoring in law, with a Degree of Bachelor of Management and a Degree of Bachelor of Law.

Ms. Luo Siyi, aged 38, is the general manager of the human resources and administration department of the Group. She is responsible for the management of the human resources and administration department. She joined the Group in March 2021. Prior to that, she served as the assistant to the general manager of two car dealerships. She has accumulated over 14 years of experience in human resources management. She graduated from Xiamen University, major in business administration, and received a Degree of Master of Business Administration.

Mr. Lin He De, aged 42, is the general manager of the financial management department of the Group. He is responsible for the financial management and corporate governance matters of the Group. He joined the Group in April 2012. Prior to that, he worked as a financial manager in Hengan Group. He has accumulated over 21 years of experience in financial management and corporate governance. Mr. Lin obtained a Diploma in business administration (business management of small and medium-sized enterprises) from Jimei University (集美大學) in July 2016 and a bachelor's degree in management. In September 2019, he was accredited as a certified management accountant by the Institute of Certified Management Accountants. He was subsequently awarded the title of Senior Economist by the Department of Human Resources and Social Security of Fujian Province, the People's Republic of China in February 2021.

Mr. Wang Chendong, aged 36, is the vice general manager of the production and sales planning and management department of the Group. He is responsible for the production and sales planning and management of the Group. He joined the Group in May 2018. Prior to that, he held a production management position in Yili Dairy Industry. He has accumulated over 12 years of production management experience in large-scale enterprises. He graduated from Sichuan Industrial and Commercial Vocational Technical College, majoring in electrical automation.

CORPORATE GOVERNANCE CODE

Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") recognise the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the board of directors (the "**Board**") is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

In the opinion of the directors of the Company (the "**Director(s)**"), the Company has complied with all code provisions as set out in the CG Code throughout the year ended 31 December 2022.

CULTURES AND VALUES

A healthy corporate culture across the Group is integral to attain its vision and strategy. It is the Board's role to foster a corporate culture with the following core principles and to ensure that the Company's vision, values and business strategies are aligned to it:—

1. Integrity and code of conduct

The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly, and the required standards and norms are explicitly set out in the training materials for all new staff and embedded in various policies such as the Group's employee handbook (including therein the Group's code of conduct), the anti-corruption policy and the whistleblowing policy of the Group. Trainings are conducted from time to time to reinforce the required standards in respect of ethics and integrity.

2. Commitment

The Group believes that the culture of commitment to workforce development, workplace safety and health, diversity, and sustainability is one where staff have a feeling of commitment and emotional engagement with the Group's mission. This sets the tone for a strong, productive workforce that attracts, develops, and retains the best talent and produces the highest quality work. Moreover, the Company's strategy in the business development and management are to achieve long-term, steady and sustainable growth, while having due considerations from environment, social and governance aspects.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code throughout the year ended 31 December 2022. To ensure Directors' dealings in the securities of the Company (the "**Securities**") are conducted in accordance with the Model Code and securities code of the Company, a Director is required to notify the chairman of the Board (the "**Chairman**") in writing and obtain a written acknowledgement from the Chairman prior to any dealings in the Securities.

BOARD OF DIRECTORS

The Board is responsible for the overall management of the Group, which includes leadership and control of the Company and oversees the Group's businesses, strategic decisions, internal control, risk management and performances. The management team is delegated with the authority and responsibility by the Board for the day-to-day management of the Group. The delegated functions and work tasks are periodically reviewed. Major corporate matters that are specifically delegated by the Board to the management include (1) the preparation of interim and annual reports and announcements for the Board's approval before publishing; (2) implementation of adequate internal controls and risk management procedures; and (3) compliance with relevant statutory and regulatory requirements and rules and regulations. It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.

The Board has maintained the necessary balance of skills and experience appropriate for the business requirements and objectives of the Group and for the exercise of independent judgement. Directors with various professional qualifications, experience and related financial management expertise have contributed to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders. Hence, the Board believes that the current Board composition satisfy the balance of expertise, skills and experience to the corporate governance requirements of the Group as well as the ongoing development and management of its business activities.

The Board comprises twelve directors, of which three are executive Directors, namely Mr. Hui Ching Lau (Chairman), Mr. Wong Wai Leung (Chief Financial Officer and Company Secretary) and Mr. Wu Wenxu (Chief Executive Officer); five are non-executive Directors, namely Mr. Hui Lin Chit, Mr. Sze Man Bok, Mr. Wu Huolu, Mr. Wu Sichuan and Mr. Wu Yinhang; and four are independent non-executive Directors, namely Mr. Cai Meng, Mr. Chan Yiu Fai Youdey, Mr. Ng Swee Leng and Mr. Paul Marin Theil. The biographies of the Directors are set out in "Profile of Directors and Senior Management" on pages 16 to 19 of this annual report.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Company, and to review and approve the Company's interim and annual results. During the year, four regular Board meetings were held and the attendance of each Director at the Board meetings is set out in the section headed "Board and Committees Meetings" of this report.

Regular Board meetings for each year are scheduled in advance to facilitate maximum attendance of Directors. All Directors are given an opportunity to include matters for discussion in the agenda. The Company Secretary assists the Chairman in preparing the agenda for meetings to comply with all applicable rules and regulations. The agenda and the accompanying Board papers are normally sent to Directors at least three days before the intended date of a Board meeting. Draft minutes of each Board meeting are circulated to Directors for their comments before being tabled at the next Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

Pursuant to the articles of association of the Company, all Directors appointed to fill a causal vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Save for the family relationships disclosed in the Profile of Directors and Senior Management set out on pages 16 to 20 of this annual report, the Directors do not have material financial, business or other relationships with one another.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer of the Group (the "**CEO**") are clearly segregated to ensure independence and proper checks and balances. The Chairman focuses on the business strategy and direction of the Company, provides leadership to the Board and ensures proper and effective functioning of the Board in discharge of its responsibilities. The CEO is accountable to the Board for the overall implementation of the Company's strategies and daily business operations.

Mr. Hui Ching Lau is the Chairman and executive director of the Company and he has been the Chairman since 12 April 2017. Mr. Wu Wenxu has been appointed as the CEO since 6 May 2021. The roles of Chairman and CEO are separated and have not be performed by the same individual.

NON-EXECUTIVE DIRECTORS

The non-executive Directors, including independent non-executive Directors, who are appointed to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the next following general meeting after his or her appointment and shall then be eligible for re-election.

The non-executive Directors are appointed with no specific term while the independent non-executive Directors are appointed for a term of three years, all of which may be terminated by not less than one month's notice in writing served by either party. The directorship is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The Company has received confirmation of independence from all four independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules.

The Board, through the Nomination Committee, has reviewed the independence of all independent non-executive Directors and concluded that all of them are independent within the definition of the Listing Rules. Furthermore, the Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the independent non-executive Directors has been impaired up to the date of this report.

MECHANISM ON INDEPENDENT VIEWS TO THE BOARD

The Company recognises that board independence is critical to good corporate governance. The Board has established a mechanism is to enable Directors to seek independent professional advice when exercising Directors' duties to ensure a strong independent element to the decision made by the Board which is key to an effective Board.

According to the mechanism, subject to the prior approval by the executive Director of the Company (which approval shall not be unreasonably withheld or delayed), the Directors may seek independent legal, financial or other professional advice from advisors independent of those advising the Company as and when necessary in appropriate circumstances to enable them to discharge their responsibilities effectively, either on the Company's affairs or in respect of their fiduciary or other duties, at the Company's expense. In case of the Board is seeking independent professional advice, prior approval must be given by the executive Director of the Company (which approval shall not be unreasonably withheld or delayed).

The Board will review this mechanism on an annual basis to ensure the implementation and effectiveness of this mechanism.

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon appointing a new Director, each new Director receives an induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors, on an ongoing basis, will receive amendments to or updates on the relevant laws, rules and regulations. In addition, the Company encourages the Directors to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices so that they can continuously acquire relevant knowledge and skills. All Directors had provided to the Company records of training received during the year, including attended seminars, briefing or workshop and reading materials in respect of regulatory updates about the directors' duties, the Group's business and relevant industry, etc.

BOARD DIVERSITY POLICY

The Board adopted a board diversity policy which sets out the approach to achieve diversity on the Board.

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in supporting the attainment of the Company's strategic objectives and sustainable development.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to talents, skills, experience, independence and knowledge. The Company will also take into consideration its own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

As at the date of this report, the Board comprises twelve Directors, amongst them, four are Independent Non-Executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, professional experience, skills and knowledge.

The Nomination Committee will review the board diversity policy and its implementation annually to ensure its effectiveness. Having reviewed the board diversity policy and the Board's composition during the year ended 31 December 2022, the Nomination Committee considered that the requirements of the board diversity policy had been met, implementation was effective and no measurable objective had been set to implement the board diversity policy.

The Board currently has no female Director. The Board would continue to take initiatives to identify suitable candidates so as to appoint at least on female Director no later than 31 December 2024 for compliance of new requirement under the Listing Rules. Gender diversity at workforce levels (including our senior management) is disclosed in "Environment, Social and Governance ("**ESG**") Report" of this annual report.

AUDIT COMMITTEE

An audit committee (the "**Audit Committee**") has been established by the Board with specific written terms of reference and all members of the Audit Committee are Independent Non-Executive Directors. Pursuant to the Audit Committee's terms of reference, the Audit Committee is authorised to commit Company funds in order to obtain advice from outside legal counsel, accountants, investigatory services or other expert advice. Details of the authority and responsibilities of the Audit Committee are set out in the terms of reference which are available on the websites of the Company and the Stock Exchange.

The Audit Committee comprises four Independent Non-Executive Directors, namely Mr. Ng Swee Leng, Mr. Cai Meng, Mr. Chan Yiu Fai Youdey and Mr. Paul Marin Theil. Mr. Ng Swee Leng is the chairman of the Audit Committee.

During the year ended 31 December 2022, the Audit Committee held three meetings to review the interim and the annual results before their submission to the Board and monitored the integrity of such financial statements; to discuss and consider the change in auditors; and to review the internal control and risk management systems with auditor. The attendance of each member of the Audit Committee is set out in the section headed "Board and Committees Meetings" of this report.

The Audit Committee has also discussed and reviewed the internal and external audit plans and the key audit matters determined by the external auditor under the new and revised auditor reporting standards under Hong Kong Standards on Auditing for the year ended 31 December 2022.

REMUNERATION COMMITTEE

A remuneration committee (the "**Remuneration Committee**") has been established by the Board with specific written terms of reference and all members of the Remuneration Committee are independent non-executive Directors. Details of the authority and responsibilities of the Remuneration Committee are set out in the terms of reference which are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriated policy and structures for all aspects of the Directors' and senior management's remuneration. The Remuneration Committee also considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration or any benefit in kind.

The Remuneration Committee comprises four Independent Non-Executive Directors, namely Mr. Paul Marin Theil, Mr. Cai Meng, Mr. Chan Yiu Fai Youdey and Mr. Ng Swee Leng. Mr. Paul Marin Theil is the chairman of the Remuneration Committee.

During the year ended 31 December 2022, the Remuneration Committee held one meeting to review the remuneration policy and structure, and to make recommendation of the remuneration packages and performance bonuses for the Directors and senior management of the Company. The attendance of each member of the Remuneration Committee is set out in the section headed "Board and Committees Meetings" of this report.

There was no material matter relating to share schemes that was reviewed and/or recommended to the Board by the Remuneration Committee during the year ended 31 December 2022.

Details of the amount of Directors' emoluments and other remuneration related matters for the year ended 31 December 2022 are set out in note 37 to the financial statements.

For the year ended 31 December 2022, the remuneration of the members of the senior management who are not directors are within the following bands:

Remuneration band	**Number of persons**
Within HKD1,000,000	5

NOMINATION COMMITTEE

A nomination committee (the "**Nomination Committee**") has been established by the Board with specific terms of reference. The Nomination Committee is responsible for, amongst other things, identifying individuals suitably qualified to become Board members, considering the reappointment of the Directors and succession planning for Directors and making recommendations to the Board in respect of the aforesaid matters. Details of the authority and responsibilities of the Nomination Committee are set out in the terms of reference which are available on the websites of the Company and the Stock Exchange.

The Nomination Committee comprises four Independent Non-Executive Directors, namely Mr. Cai Meng, Mr. Chan Yiu Fai Youdey, Mr. Ng Swee Leng and Mr. Paul Marin Theil, and one Executive Director, namely Mr. Hui Ching Lau. Mr. Hui Ching Lau is the chairman of the Nomination Committee.

The Board has adopted a nomination policy, which included the selection criteria and nomination procedures, for nomination of new Directors. In identifying and selecting suitable candidates for directorships, the Nomination Committee will consider the candidate's character, qualifications, experience, independence, time commitment and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

According to the nomination policy, for filling a casual vacancy or appointing an additional director to the Board, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election or re-election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation of candidates to stand for election or re-election at any general meeting.

During the year ended 31 December 2022, the Nomination Committee held one meeting to review the nomination policy and board diversity policy and to review and recommend the renewal of the terms of appointment and re-election of Directors. The Nomination Committee has also reviewed the structure, size and composition of the Board and concluded that members of the Board has possessed the expertise and independence to carry out the Board's functions and responsibilities during the year ended 31 December 2022.

The attendance of each member of the Nomination Committee is set out in the section headed "Board and Committees Meetings" of this report.

BOARD AND COMMITTEES MEETINGS

The individual attendance records of each Director at the meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee as well as annual general meeting during the year ended 31 December 2022 are set out below:

Name of Directors	Annual General Meeting	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting
	Attendance/Number of Meetings Held during the term of office				
Executive Directors					
Mr. Hui Ching Lau	1/1	4/4	—	—	1/1
Mr. Wong Wai Leung	1/1	4/4	3/3*	1/1*	1/1*
Mr. Wu Wenxu	1/1	4/4	—	—	—
Non-Executive Directors					
Mr. Hui Lin Chit	0/1	3/4	—	—	—
Mr. Sze Man Bok	0/1	4/4	—	—	—
Mr. Wu Huolu	0/1	3/4	—	—	—
Mr. Wu Sichuan	0/1	2/4	—	—	—
Mr. Wu Yinhang	0/1	4/4	—	—	—
Independent Non-Executive Directors					
Mr. Cai Meng	0/1	4/4	3/3	1/1	1/1
Mr. Chan Yiu Fai Youdey	1/1	4/4	3/3	1/1	1/1
Mr. Ng Swee Leng	0/1	4/4	3/3	1/1	1/1
Mr. Paul Marin Theil	0/1	4/4	3/3	1/1	1/1

* Being the secretary of the meetings

During the year ended 31 December 2022, the Chairman held a meeting with the independent non-executive Directors without the presence of other Directors.

ACCOUNTABILITY AND AUDIT

The Board is responsible for overseeing the preparation of financial statements for the year ended 31 December 2022 which gives a true and fair view of the state of affairs of the Group as at 31 December 2022, and of the results and cash flows for year then ended. In preparing the financial statements for the year ended 31 December 2022, the Board has selected appropriate accounting policies, applied them consistently in accordance with the Hong Kong Financial Reporting Standards which are pertinent to its operations and relevant to the financial statements, made judgements and estimates that are prudent and reasonable, and ensured the preparation of the financial statements on the going concern basis.

The Group endeavours to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. The interim and annual results of the Company are announced in a timely manner within the limit of two months and three months, respectively, after the end of the relevant periods in accordance with the Listing Rules.

The Directors have acknowledged their responsibility for preparing all information and representation contained in the financial statements of the Company for the year ended 31 December 2022. The statement of reporting responsibilities of auditor is set out in the independent auditor's report.

AUDITOR'S REMUNERATION

During the year under review, the remuneration paid/payable to the Company's external auditor, Baker Tilly Hong Kong Limited (appointed on 17 June 2022), is set out as follows:

Services rendered	Fee paid/payable RMB'000
Audit of financial statements	1,200
Other non-audit services	—
Total	1,200

The Company considers that the provision of non-audit services will not impair the objectivity of the auditor.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for the design and implementation of the systems of internal controls which covers financial reporting, operations, compliance and risk management of the Company, as well as continuous monitoring the effectiveness of such systems. The Board has delegated such responsibility to the management of the Company. The management, under the supervision of the Board, has established an on-going process for identifying, evaluating and managing significant risks faced by the Group.

The Audit Committee reviews the risk management and internal control systems that are significant to the Group on an on-going basis. The Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting, internal audit, financial reporting function, as well as those relating to the Group's ESG performance and reporting and their training programmes and budgets.

During the year, the Company's internal audit department reviewed its internal control procedures and made recommendations to the Board any improvements that can be made to the existing internal control procedures. The internal control and accounting system of the Group have been in place and functioning effectively for the year under review.

The Board is satisfied that the risk management and internal control systems in place covering all material controls including financial, operational and compliance controls for the year under review and up to the date of issuance of the annual report is reasonably effective and adequate.

Risk Management Framework

1. Each business unit is responsible for identifying, assessing and managing risks (including, amongst others, material risks relating to ESG) within its business, ensuring that appropriate internal controls for effective risk management are implemented — principal risks are identified and assessed in the yearly business planning process with action plans to manage those risks;

2. The management is responsible for overseeing the risk management and internal control activities of the Group — regular meetings with each business unit to ensure principal risks are properly managed, and new or changing risks are identified; and

3. The Board is responsible for reviewing and approving the effectiveness and adequacy of the Group's risk management and internal control — review of the annual internal audit report and consideration of the Audit Committee's recommendation.

The risk management framework, coupled with our internal control, ensures that the risks associated with our different business units are effectively controlled in line with the Group's risk appetite.

Whistleblowing Policy

The Board has adopted a whistleblowing policy (the "**Whistleblowing Policy**"). The purpose of the Whistleblowing Policy is to (i) foster a culture of compliance, ethical behaviour and good corporate governance across the Group; and (ii) promote the importance of ethical behaviour and encourages the reporting of misconduct, unlawful and unethical behavior.

The nature, status and the results of the complaints received under the Whistleblowing Policy are reported to the chairman of the Audit Committee or the general manager of the risk management department of the Group. No incident of fraud or misconduct that have material effect on the Group's financial statements or overall operations for the year ended 31 December 2022 has been discovered. The Whistleblowing Policy is reviewed annually by the Audit Committee to ensure its effectiveness.

Anti-corruption Policy

The Board has adopted an anti-corruption policy (the "**Anti-corruption Policy**"). The Group is committed to achieve the highest standards of integrity and ethical behaviour in conducting business. The Anti-corruption Policy forms an integral part of the Group's corporate governance framework. The Anti-corruption Policy sets out the specific behavioural guidelines that the Group's personnel and business partners must follow to combat corruption. It demonstrates the Group's commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations that apply to its local and foreign operations. In line with this commitment and to ensure transparency in the Group's practices, the Anti-corruption Policy has been prepared as a guide to all employees of the Group and third parties dealing with the Group.

The Anti-corruption Policy is reviewed and updated periodically to align with the applicable laws and regulations as well as the industry best practice.

DISSEMINATION OF INSIDE INFORMATION

The Company is committed to a consistent practice of timely, accurate and sufficiently detailed disclosure of material information about the Group. The Company has adopted a Policy on Disclosure of Inside Information which sets out the obligations, guidelines and procedures for handling and dissemination of inside information. With these guidelines and procedures, the Group has management controls in place to ensure that potential inside information can be promptly identified, assessed and escalated for the attention of the Board to decide about the need for disclosure.

COMPANY SECRETARY

Mr. Wong Wai Leung has been the Company Secretary of the Company since March 2016. He is a full time employee of the Company and has adequate working knowledge on the Company to discharge his duty as the Company Secretary. Mr. Wong reports to the Chairman of the Company and is responsible for advising the Board on corporate governance matters. For the year under review, Mr. Wong has confirmed that he has taken no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene an Extraordinary General Meeting ("EGM")

Pursuant to the Company's articles of association and the Companies Act (as consolidated and revised) of the Cayman Islands (the "**Companies Act**"), registered shareholders of the Company (the "**Shareholders**") holding not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "**EGM Requisitionists**") can deposit a written request to convene an EGM at the principal office of the Company in Hong Kong (the "**Principal Office**"), which is presently situated at Suite 2601, 26th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong. The EGM Requisitionists must state in their request(s) the objects of the EGM and such request(s) must be signed by all the EGM Requisitionists and may consist of several documents in like form, each signed by one or more of the EGM Requisitionists.

The Share Registrars will verify the EGM Requisitionists' particulars in the EGM Requisitionists' request. Promptly after confirmation from the Share Registrars that the EGM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene an EGM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the EGM Requisitionists' request is verified not in order, the EGM Requisitionists will be advised of the outcome and a EGM will not be convened as requested.

The EGM Requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM if within twenty-one (21) days of the deposit of the EGM Requisitionists' request, the Board does not proceed duly to convene an EGM provided that any EGM so convened is held within a further twenty-one (21) days from the date of the original EGM Requisitionists' request. An EGM so convened by the EGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Company.

Procedures for Shareholders to Put Forward Proposals at a General Meeting

There are no provisions in the Company's articles of association or the Companies Act for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceeding paragraph. Shareholders can also send enquiries and proposals putting forward for shareholders' consideration at shareholders' meetings to the Board in writing to the Hong Kong office of the Company whose contact details are as follows or directly by raising questions at the general meeting of the Company:—

Suite 2601, 26th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong

Shareholders' enquires

Shareholders should direct their enquiries about their shareholdings to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or call its customer service hotline at (852) 2980 1333.

Shareholders may also make enquiries to the Board at the general meetings of the Company.

Dividend Policy

The Company has adopted a policy on payment of dividends pursuant to code provision of the CG Code, which sets out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of dividends to Shareholders.

Declaration, recommendation and payment of dividends of the Company is subject to the approval of the Board, depending on the results of operation, working capital, financial position, future prospects, and capital requirements, as well as any other factors which the Directors may consider relevant from time to time. Any future declaration, recommendation and payment of dividends of the Company may or may not reflect the historical declarations and payments of dividends and will be at the absolute discretion of the Board. The Company does not have any predetermined dividend payout ratio.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted the Shareholders Communication Policy with the objective of ensuring that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

(i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.irasia.com/listco/hk/qinqin;

(ii) periodic announcements are published on the respective websites of the Stock Exchange and the Company;

(iii) corporate information is made available on the Company's website;

(iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and

(v) the Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

During the year, the Board has reviewed the implementation and effectiveness of the shareholders' communication policy and was satisfied with the said policy and considered the overall communication with shareholders was effective with the variety of communication channels provided above.

The Company continues to promote investor relations and enhance communication with the existing shareholders and potential investors. The Company welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

During the year ended 31 December 2022, there were no changes in the Company's Memorandum and Articles of Association. An up-to-date consolidated version of the Company's Memorandum and Articles of Association is available on the Company's website.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THE REPORT

Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") strive to build a harmonious enterprise. The Group has created a business model for sustainable development with its vigorous promotion on energy-saving and emission-reduction. To satisfy customers' needs, the Group strives to produce high-quality products and service. The Group also shoulders its social responsibility by taking on practical actions, with a vision to pursue a joint development with its staffs, customers and investors, as well as the society.

The Company has prepared its 2022 Environmental, Social and Governance Report (the "**Report**") in accordance with the requirements of Appendix 27 "Environmental, Social and Governance Reporting Guide" under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This report illustrated the Company's policies and achievements from four aspects, including environment, product, employees and community, with the purpose to enhance our sense of responsibility, awareness and commitment to sustainable development.

Since over 90% of the Group's revenue and businesses occur in mainland China, thus the Report covers the Group's main business information on 10 production companies that operate four major business segments, including jelly, crackers and chips, seasoning products and rice wine, in China and discloses the Environmental, Social and Governance ("**ESG**") performance for the period from 1 January 2022 to 31 December 2022.

The information disclosed in the Report is based on important, quantitative, balanced and consistent reporting principles, with the provision of explanations for those disclosure rules which are not applicable to the Group, and thereby meets the disclosure requirement of "comply or explain". Apart from the environmental information which is disclosed with a focus on the 10 production companies of the Group, all the other information in the Report will be disclosed at the Group's level.

ESG MANAGEMENT

1. ESG Strategies

To boost corporate responsibility competitiveness, the capacity itself has to be supported by a comprehensive ESG management system. The Group continues to consolidate a seamless mix and blend of ESG responsibility motif and operation strategies that will enable us to refine the ESG responsibility management system. The Board of Directors of the Company (the "**Board of Directors**") has always approved the Group's commitment to its corporate social responsibility undertakings and assumed full responsibility for the Group's ESG strategies and reporting. The Board is responsible for assessing and defining the Group's ESG risks and ensures that the Group has formulated appropriate and effective ESG risk management and internal control systems. The Board of Directors reviews the Group's ESG performance annually and approves the Group's annual ESG report.

Our Group's management team is responsible for implementing ESG risk management and internal control systems, as well as reporting to the Board of Directors on ESG-related risks and opportunities, and to provide confirmation regarding the effectiveness of the ESG system.

The Group has established an ESG working group that draws its members from various key departments. The ESG working group is responsible for promoting and undertaking projects and daily management duties, along with setting up a comprehensive system for risk management and internal control, actively assisting the management to coordinate horizontally within the Group, so that each of the functional departments can fully implement each policy and communicate with each other, while effectively provide relevant data and information. The Group will compile reports and provide guidance and trainings based on the collected ESG data and information.

2. Stakeholder Communication

The main stakeholders related to our Group include shareholders and investors, governments and regulatory authorities, distributors and consumers, suppliers and contractors, employees, communities and the environment. The Group is committed to maintaining communication with all stakeholders, to truly understand their opinions and expectations, and through effective and diversified communication channels, which help the Group improve and refine its comprehensive management capabilities and levels on a continuous term. With such undertakings, the Group hope to safeguard the needs of stakeholders. The Group has identified the following distinctive stakeholders:

Stakeholder	Shared objectives	Communication and feedback channels	Frequency of communication
Shareholders and Investors	Steady growth in return on investments Asset preservation and appreciation Explore new markets and opportunities Prevent operation risk Safeguard information rights	— Annual General Meeting — Annual Report and Announcement — Investor Meetings — Investor Relations Events and Website	Multiple per year
Government and Regulatory Authorities	Food safety Green production Operation compliance with law Pay tax in accordance with law	— Monitoring and Inspection — Tax Payment — Policy Consultation, Information Exchange in Meeting and Reporting	Multiple per year
Distributors and Consumers	Produce diversified and delicious premium products Food safety Provide sustainable innovative products Create win-win situation Offer refined customer service and communication channels	— Corporate Public Accounts at WeChat and Weibo — Corporate Website — Service Hotline — Product Order Fairs	Daily
Suppliers and Contractors	Advocate openness and fairness Promote long-term cooperation and development Food safety	— Evaluation on Suppliers — On-site Inspection — Daily Communication	Multiple per year
Employees	Protect employers' benefits and rights Promote occupation health and safety Provide equal employment opportunities Promote career development and training Provide promotion and development Work-life balance	— Labour Union — Management Mailbox — Staff Training — Staff Activities — Staff Interview	Irregular

Stakeholder	Shared objectives	Communication and feedback channels	Frequency of communication
Environment	Preservation of ecological environment Green and low-carbon development	— Government and Regulatory Authorities Inspection — Third Party Inspection Bodies Inspection	Irregular
Community	Facilitate employment Enhance local economic development	— Provide Employment Opportunities — Promote Local Economic Development — Improve Infrastructure at Locality — Poverty Alleviation — Community Charity — Voluntary Services	Multiple per year

3. Materiality Assessment

On the basis of stakeholders communication, the Group has identified and conducted materiality assessment on material issues and related topics according to the "ESG Reporting Guide", important issues of the Company, industry features and social responsibility standards. The Group discloses and responds to relevant subjects in the Report in degrees of detail varying with the materiality result of different subjects, which is shown below:

Materiality Assessment Results

Environmental Protection

The Group insists on a green and low-carbon emission development concept. With regards to its due responsibility on environmental protection, the Group's environmental protection policies are integrated into its corporate development. We enforce the national laws and regulations in the field of environmental protection with rigor, takes further efforts to control pollutants and reduce the total emission volume of pollutants, so as to minimize the environmental impacts of its production and operations, and to achieve growths in both economic benefits and social benefits. We also allocate resources for environmental protection, aiming to ensure that all of its environmental protection and energy consumption indicators comply with national standards. We are working towards improving the efficiency on use of resources and attaining the goal of a pollution-free society in its production and operation processes. On one hand, the Group pays attention to and strictly abides by the laws and regulations in the environmental field; on the other hand, it actively promotes new technologies and new processes, as well as protects and improves the environment by not only cutting wastewater and waste gas emissions but also reducing water, electricity, emissions and resources, effectively integrating green environmental protection into all aspects.

In 2022, all the main facilities within every new production base of the Group were completed and officially put into operation. The Group made investment in environmental protection equipment for the new production bases and the improvement of the existing production bases of approximately RMB10 million in 2022 in order to improve the environmental protection efficiency and meet the national standards, as well as strive to attain the goal of improving the efficiency on use of resources and pollution-free in its process of production and operation. The new production base projects have been in strict compliance with the requirements under the "Environmental Protection Law of the People's Republic of China". All facilities for prevention and control of pollution have met the requirements of the approved Environmental Impact Assessment Document by adopting local sophisticated and reliable processes for the treatment of emissions and wastewater to ensure compliance with discharge standards, online announcements and filing were made as well. The Group has also formulated pollutant management measures and internal control indicators for pollutant emissions based on the operation process of the environmental protection facilities and systems of each base of the Company, and specified the control indicators of each production base to ensure compliance with discharge standards as well as a reduction in pollutant emissions and operating costs.

1. *Waste Gas and Wastewater*

The major emissions discharged by the Group are the waste gas generated from the combustion of fossil fuels during its production and operation, the wastewater generated from various processes during its product production and the dust particles generated from transport. For the pollutants generated during the production, the Group has been in strict compliance with the requirements under the laws and regulations such as the "Environmental Protection Law of the People's Republic of China", continuously improving production process technology and equipment, and taking effective measures when pollutants are generated and discharged, so as to achieve a balance between production operation and environmental protection, so as to reduce the environmental impact of waste water, waste gas, greenhouse gas, hazardous and non-hazardous solid waste generated during the production. The exhaust gas emissions produced from the production facilities such as SO2 and NOX meet the "Emission Standard of Air Pollutants for Boilers of the PRC" and are discharged in an orderly manner through a funnel, minimizing their impacts on the surrounding environment. In 2022, our production facilities completely halted the use of coal and diesel during the production process, and used natural gas which has less negative environmental impacts relatively or purchased steam and used centralized heating method in production, thereby greatly reducing the dependence on petrochemical products and eradicating the emission of waste gas at source. The waste fume generated during the production will be purified by electrostatic fume pacifier, which effectively reduces the waste gas and pollutants in order to meet the national emission standard.

Wastewater discharged by the Group are mainly production wastewater and domestic wastewater generated during production. The Group has been in strict compliance with the requirements under the laws and regulations such as the "Law of the People's Republic of China on the Prevention and Control of Water Pollution", and therefore ensure that the wastewater discharge indicators are in line with the requirements under the Integrated Wastewater Discharge Standard set out in the National Standards of the People's Republic of China, where all production facilities have built-in sewage treatment systems, and wastewater will meet the discharge standards after treatment. In 2022, each newly built and existing production base is equipped with sewage treatment facilities to minimize pollutant emissions. For the odor such as hydrogen sulfide and biogas produced by wastewater treatment, some production bases have adopted the most sophisticated and high-performance sealing collection hood with fluorocarbon fiber membrane to collect the odor, and treat them by spraying and activated carbon adsorption to reduce the impacts of odor on the surroundings.

(1) Management and supervision of pollutants

The sewage treatment stations of the production facilities under the Group are equipped with professional sewage management personnel who are responsible for the dedicated management of wastewater, waste gas and waste residue treatment facilities in the area to ensure the discharge of various pollutants in compliance with the requirements of national laws and regulations. In addition to the daily management of various environmental indicators for each sewage treatment stations of production facilities by a person who is responsible for environmental protection at the production facilities, the Group's environmental protection engineer is dispatched to each production facility every six months to provide technical guidance, supervise and manage the implementation of various environmental protection tasks, and implement the Group's environmental protection work. At the same time, the Group also attaches great importance to environmental management and technical training for environmental protection personnel, and strives to improve and maintain the professional quality of environmental protection personnel. During the year, we carried out a number of environmental protection trainings, including the explanation of environmental protection laws and regulations, focused discussion sessions, on-site operation and theoretical exams, to improve the comprehensive quality of professional and technical personnel. In 2022, a production base of the Group in Fujian Province commissioned a third-party certification body to conduct self-examination regarding our ISO14001 Environmental Management System Certification by completing a 3-day on-site audit in order to ensure that the production base continued to meet the qualifications of the certification. The Group will carry out obtaining the ISO14001 Environmental Management System Certification for each base in the future so as to realize the systematic management for environmental protection systems.

(2) Discharge of pollutants in compliance with the standards

By strictly complying with the requirements of national environmental protection laws and regulations, the Group conducts online real-time monitoring of discharged pollutants and sewage, as well as responds to and rectifies the abnormal situations in a timely manner to ensure they are able to stably meet the emission standards. In order to ensure the accuracy of online monitoring data, a third-party institution with environmental testing qualifications will be regularly engaged to monitor various pollutants in the area, including wastewater and odor, and the test reports will be issued. Relevant data will be published on the environmental monitoring platform.

The Group's major emissions in 2022 were as follows:

Emissions	Details of emissions	Emission volume 2022	Emission volume 2021	Unit
Waste gas	Nitrous oxides (NOx)	**0.47**	0.35	Tonne
	Sulphur dioxide (SO2)	**0.0027**	0.0021	Tonne
	Dust particles	**0.0008**	0.0008	Tonne
Wastewater	Chemical oxygen demand (COD)	**86.3**	77.8	Tonne
	Ammonia nitrogen (NH3-N)	**8.6**	7.8	Tonne
	Wastewater volume	**575,182.6**	518,982.9	Cubic metre

Wastewater discharge volume 2022	Wastewater discharge volume 2021	Unit	Wastewater discharge density 2022	Wastewater discharge density 2021	Density unit
575,182.6	518,982.9	Cubic metre	**6.22**	6.06	Cubic metre/tonne of products

2. *Greenhouse Gas*

Greenhouse gas emitted by the Group is mainly generated from the energy consumption, which includes natural gas, electricity and steam, during its production. By strictly complying with the relevant requirements under the "Work Plan for Controlling Greenhouse Gas Emissions for the 13th Five-Year Period", the Group is committed to, among others, improving equipment energy efficiency, reducing energy consumption, using clean energy and conducting refined product management, in order to reduce the emissions of greenhouse gas.

Based on the nature of the Group's business, the major gas emissions are greenhouse gas, sulphur dioxide and dust which are mainly derived from the use of electricity and fuels converted from fossil fuels. The Group's calculation for greenhouse gas mainly covers carbon dioxide, methane and nitrous oxide. Greenhouse gas emissions information are calculated in accordance with the "Reporting Guidance on Environmental KPIs" issued by the Stock Exchange. Scope 1 of greenhouse gas includes the greenhouse gas emission generated directly from the Group's operation; Scope 2 of greenhouse gas is generated from the Group's internal consumption of electricity, heat and steam which led to the "indirect energy" greenhouse gas emission.

The Group's major greenhouse gas emission volume and emission density in 2022 were as follows:

Greenhouse gas emissions	Emission volume 2022	2021	Unit
Direct greenhouse gas emissions	**6,391.71**	4,917.99	Tonne of carbon dioxide equivalent (tCO2e)
Energy indirect greenhouse gas emissions	**27,761.41**	25,215.94	Tonne of carbon dioxide equivalent (tCO2e)
Total greenhouse gas emission volume	**34,153.12**	30,133.93	Tonne of carbon dioxide equivalent (tCO2e)

Greenhouse gas emission volume 2022	2021	Unit	Greenhouse gas emission density 2022	2021	Density unit
34,153.12	30,133.93	Tonne of carbon dioxide equivalent (tCO2e)	**0.37**	0.35	Tonne of carbon dioxide equivalent (tCO2e)/tonne of products

3. *Waste Management*

The Group has been in strict compliance with the requirements under the "Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste". After the Group classifies, collects and centrally stores hazardous waste in accordance with the "Administrative Measures for Hazardous Waste Management", hazardous waste is treated and thus rendered harmless by qualified third-party companies before disposal, which meets the standard of causing no harm to human health and reduces secondary pollution in environment from source.

In 2022, the Group's newly built production bases have been established in accordance with the requirements of laws and regulations. Recyclable production waste storage warehouses, domestic waste transfer warehouses, hazardous chemicals warehouses, hazardous waste warehouses, etc. have been set up to recycle the recyclable production waste resources. Non-recyclable waste is reasonably classified, stored, and treated and thus rendered harmless.

For non-hazardous wastes, the Group has been in strict compliance with the requirements under the "Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste". Non-hazardous wastes are treated and thus rendered harmless, separated before disposal and finally recycled and reused by the companies with relevant qualifications. The Group continually introduced waste recycling treatments at its production facilities, recycled useful constituent and energy from solid wastes to cut down consumption of resources.

The volume and density of wastes generated by the Group in 2022 were as follows:

Waste discharge	Unit	2022	2021
Total discharge of hazardous wastes	Litre	**376.2**	442.4
Density of hazardous waste discharge	Litre/tonne of products	**0.004**	0.005
Total discharge of non-hazardous wastes	Tonne	**1,858.53**	1,854.85
Density of non-hazardous waste discharge	Tonne/tonne of products	**0.020**	0.022

Note: (1) Hazardous wastes include ink, detergents etc.

(2) Non-hazardous wastes are mainly: plastic, sludge, waste paper, production wastes etc.

In 2022, all production bases strived to carry out measures to improve and upgrade production equipment in the production process as well as integrate and optimize the existing production lines. In 2022, the Group made investments in the new production bases and the improvement of environmental protection equipment of the existing production bases of approximately RMB10 million in order to improve the environmental protection efficiency and meet the national standards, as well as attain the goal of improving the efficiency on use of resources and pollution-free in its process of production and operation.

In 2022, the targets of the Group were to continuously reduce emission and waste and to conserve resources, certain of the Group's targeted performance indicators were not met satisfactorily due to the slight differences between the production process of new products and traditional products. The following is the analysis of pollutant emission and waste discharge during the year:

- Analysis of pollutant emission

    - The total emission volume of waste gas (including NOx, SO2 and dust particles) increased by 34% compared to last year, while the emission density of greenhouse gases increased by 5.7% compared to last year. Waste gas and greenhouse gases are mainly produced when natural gas is consumed. In 2022, the sales of the Group's new product – chips increased by 69.4%. Compared with other products, chips are deep-fried at high temperature and it is necessary to use natural gas to maintain the temperature of fryers, resulting in an increase in natural gas usage by 36% compared to last year. In 2023, the Group will target at reducing the emission volume of waste gas and greenhouse gases year-on-year by improving production processes and equipment efficiency.

    - The discharge density of wastewater increased by 2.6% compared to last year. The Group's wastewater is mainly derived from the production process of jelly and pudding products. In 2022, the sales of the Group's jelly and pudding products increased by 14.0% and 87.6% respectively. In addition, in order to ensure the freshness of products and improve inventory level, the Group produced in small batches and multiple batches as opposed to bulk production. However, production in multiple batches increased cleaning frequency as it is necessary to clean up the production line before each production run. In 2023, the Group will target at improving production process so as to reduce wastewater discharge density year-on-year.

- Analysis of waste discharge

    - The volume of hazardous wastes generated per packaging unit decreased by 20% when compared to last year. Hazardous wastes are mainly derived from inkjet coding and ink detergent used on the product packaging. In 2022, the Group's coding machines have changed to single-row coding, resulting in better inkjet performance and a decrease in the usage of inkjet and ink detergent. In 2023, the Group will continue to look into the possibility of replacing inkjet printers with laserjet printers, so as to gradually eliminate ink and detergent and achieve a year-on-year reduction in hazardous wastes.

- The volume of non-hazardous wastes reduced by 9.1% when compared to last year. Non-hazardous waste mainly comes from product packaging and cartons. The overall use of plastics and cartons did not decrease because the recycling rate of plastics and paper did not increase, and new packaging equipment needed to undergo testing. However, due to the improvement and training on production waste, especially on equipment, product defect rate and waste of raw materials caused by human error, the Group has significantly reduced production waste by 60%, thereby reducing the overall volume of non-hazardous waste. In 2023，the Group will continue to increase the recycling rate of plastics and paper and reduce packaging materials by striving to enhance the environmental protection awareness and knowledge about recycling of all employees, so as to achieve a year-on-year reduction in non-hazardous wastes.

4. Use of Resources

The Group is committed to maximizing the recycling of resources in the entire lifecycle of products (research and development, production and withdrawal), and continues to work forwards energy-saving and emission reduction.

(1) Energy Consumption

The major energy consumption of the Group are natural gas, electricity and steam consumed during its production. By strictly complying with the "Energy Conservation Law of the People's Republic of China", the Group always strives to increase its energy efficiency and continuously strive to improve its energy performance.

In accordance with the "Continuous Production Improvement and Management Measures of Qinqin", the Group's continuous production improvement committee assesses the improvement proposals submitted by each production facility every year and announces the awarded improvement proposal accordingly. The Group also encourages all staff to actively participate in the improvement activities, successively and continually improves and optimizes various production processes and equipment, effectively reduces energy waste and production costs, enhances product quality and production effectiveness and efficiency, as well as facilitates its operational management and improvement in effectiveness.

The Group's total energy consumption in 2022 were as follows:

Energy	**Type of energy**	**Volume**		**Unit**
		2022	2021	
Direct energy	Natural gas	**2,477,160.14**	1,852,770.14	Nm^3
Indirect energy	Purchased electricity	**33,889,800.00**	30,749,513.01	Kilowatt-hour (kWh)
	Purchased steam	**68,984.35**	64,990.89	Tonne

Total energy consumption		**Unit**	**Energy consumption density**		**Density unit**
2022	2021		**2022**	2021	
77,958.60	66,124.97	Megawatt hour (MWh)	**0.84**	0.77	Megawatt hour(MWh)/ tonne of products

(2) Water Consumption

The major water consumption of the Group is derived from its production and living water usage. By strictly complying with the requirements of the laws and regulations such as "Water Law of the People's Republic of China", the Group continues to carry out watersaving technology assessment and application in order to reduce water consumption. The Group obtained its water supply from tap water supplied by water supply companies controlled by relevant local governments. As water supply is a public utility regulated by the PRC government, the Group has not experienced a material shortage during the year. The Group processed the water supplied to the Group according to industry standards before it is used for product production. To monitor water quality, water used by the Group undergoes quality checks in each location of its production facilities.

The total water consumption of the Group in 2022s were as follows:

Total water consumption volume		**Unit**	**Water consumption density**		**Density unit**
2022	2021		**2022**	2021	
835,008	837,015	Tonne	**9.03**	9.77	Tonne/tonne of products

The analysis of energy and water consumption in 2022 was as follows:

- Water consumption density reduced by 7.6% when compared to last year as the Group reduced water waste caused by ageing water pipes and improved the production equipment to enhance water efficiency during the year, resulting in a decrease in water consumption density. In 2023, the Group will continue to invest in the improvement of production facilities to enhance water efficiency and reduce water waste, targeting at reducing the water consumption density year-on-year.

- Total energy consumption increased by 17.9% year-on-year in 2022 mainly due to the overall increase in both production and sales. Energy consumption density increased by 9.1% when compared to last year due to the 69.4% increase in sales of new potato chips, the production of which requires high-temperature frying and the use of natural gas to maintain the temperature of the frying pans. Besides, as some places in China experienced cold weather in 2022, the indoor heating time increased. Both factors resulted in an increase in electricity consumption compared to last year. In 2023, the Group will target at reducing the energy consumption density year-on-year by improving the production process and equipment performance.

The Group will actively adopt the following measures to improve the efficiency of energy and water consumption in the future, including:

(1) increasing the recovery of condensate for cleaning production lines and machines to reduce water consumption;

(2) improving the sterilization equipment, reducing the hot air outflow after the temperature reaches the standard, and reducing steam consumption;

(3) modifying steam heaters and pipelines to reduce steam consumption;

(4) installing monitoring meters in the production plant and turning off the idle equipment and lighting system when unused.

5. *Raw Material Consumption*

In terms of raw material consumption, in order to reduce waste, the Group has adhered to the consumption standards on the consumption of packaging materials and raw materials for various production units and individual products. The Group carries out assessment on the relevant key performance indicators monthly and annually. There are reward and punishment systems based on the result of the assessment. Whether the material consumption exceeds the acceptable level will be directly linked to the salary of each employee. Such policy uses performance tools to guide employees in all positions to actively concern about material consumption and effectively reduce material discharge.

The Group's total consumption of packaging materials for finished products and the consumption per unit of production in 2022 were as follows:

Type of packaging materials	**Volume of packaging materials**		**Unit of material consumption volume**	**Density of packaging materials**		**Density unit**
	2022	2021		**2022**	2021	
Plastic	**8,187.02**	6,089.31	Tonne	**0.09**	0.07	Tonne/tonne of finished products
Paper	**9,294.37**	8,484.91	Tonne	**0.10**	0.10	Tonne/tonne of finished products

The analysis of raw material consumption in 2022 is as follows:

- Plastic consumption density increased by 28.6% compared to last year, mainly due to the increase in sales of jelly and rice wine products. Jelly, pudding and rice wine products are mostly packed in plastic bowls or cups, and plastic spoons are provided for the convenience of the consumers. The plastic consumption, as a result, has increased during the year. The Group will start from reducing packaging in 2023, so as to reduce the consumption density of the same products.

- Paper consumption density was roughly the same as last year. There was no significant decrease in overall use of carton boxes due to the addition of a number of different carton packaging specifications during the year. In 2023, the Group will continue to improve the packaging equipment and reduce the percentage of cartons wasted caused by errors of the packaging process.

The Group will actively adopt the following measures to reduce the consumption of packaging materials in the future, including:

(1) improving the device of printing ribbon cartridge to reduce the usage of ribbon cartridge and reduce ribbon cartridge waste.

(2) improving the existing packaging equipment and introduce new equipment to improve packaging efficiency and reduce consumption.

6. *Environment and Natural Resources*

The Group's business activities have had minimal impacts on the environment and natural resources as the Group promotes that the production process for each business section must be clean, which is in line with energy-saving and emission-reduction policies. Through continuous innovation of "green design" and "green products", the philosophy of environmental protection has been implemented on raw material procurement, production and sales of products. We also value the importance of environmental management. While safeguarding the interests, we can firmly establish a harmonious relationship with the natural environment, effectively implement the philosophy of sustainable development, and reduce the impact on the environment and natural resources.

7. *Climate Change*

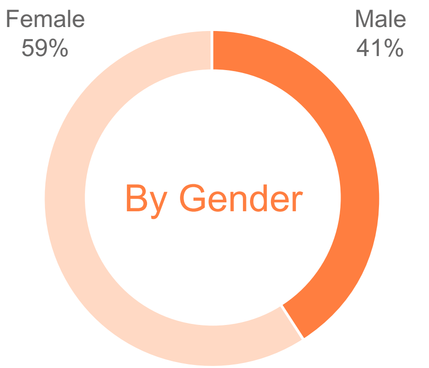
Rising global temperatures and changes in rainfall patterns, along with recurrent heatwaves and droughts, could cause adverse impact to crop health and productivity. The rising temperature will also affect the growth time of crops. Some of the Group's raw materials are natural agricultural products, of which the output is affected by the climate. Due to the increase in the average temperature of the farming areas, the output will decrease and may affect the price, which will be a burden in respect of the cost, sales and product development of the Group. Since the rise in temperature is mainly due to the emission of greenhouse gases, the Group will strive to look for environmentally friendly equipment and production procedures that reduce the greenhouse gas emissions in the future, so as to resolve the climate crisis.

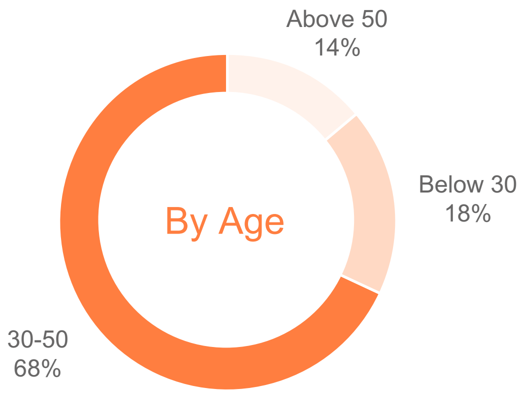
Society

1. *Employment*

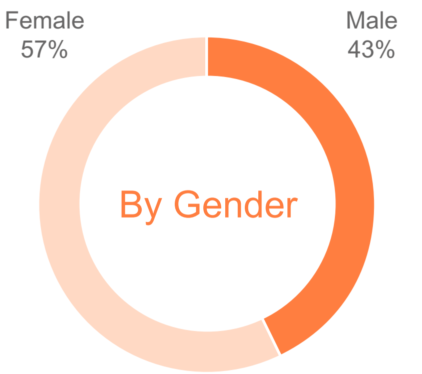
In accordance with the requirements under the laws and regulations as stated in the "Labour Law of the People's Republic of China" and the "Labour Contract Law of the People's Republic of China", the Group complies with and constantly optimises its personnel management system, establishes an effective employee protection mechanism to protect the legitimate rights and interests of employees and proactively strive for harmonious labour relations. The Group has formulated the "Personnel Management System of Qinqin". The Group hires employees with different nationalities, genders, ages and religious beliefs, and is always upholding the principles of fairness, impartiality and openness in service appointment. Thus, all of the Group's employees are entitled to equal opportunities and equivalent treatments. In accordance with the "Remuneration Management System of Qinqin", through the establishment of a remuneration management system that integrates position, performance and competence by the Group, the employees are encouraged to learn on their own initiative and to work hard, thereby enhancing their skills and overall quality.

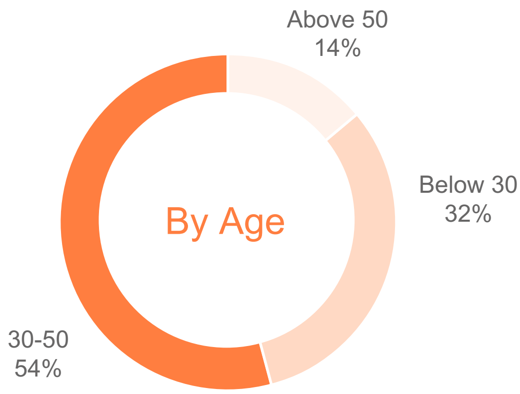
At the end of the reporting period, the Group has 2,579 employees. The following figure sets forth the employee structure by gender and age group:

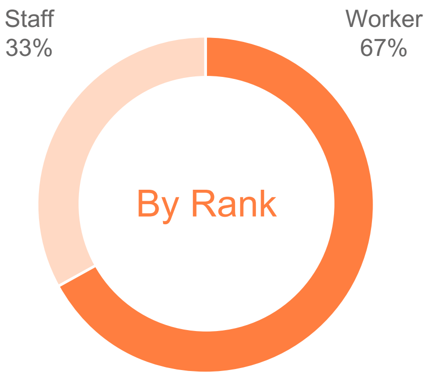




At the end of the reporting period, the employees' turnover rate was 61%. The following figures set forth the employee turnover by gender, age and rank group:







\# Staff includes office staff and administrative staff at all levels

(1) Fair Employment

The salary provided by the Group's to its staff members is not less than that stipulated by the local minimum wage law, while the overall salary has considered other attributes, including duties and responsibilities, capabilities, knowledge, and experience of the incumbent, and the corresponding standard pay scale for the specific post in the hierarchy ranking, that conforms with the appropriate pay range. Also, in assessing the overall salary, the Group will calibrate against the internal pay scale and performance of the respective incumbent, so that the salary package will represent a fair and justified reward to the staff that corresponds to his/her value returns to the Company. Besides salaries, the Group provides employees with various employees' benefits, including bonuses for performance, contribution, and other allowances such as high-temperature allowances (for working outdoor at high temperature), birthday cash gifts, wedding cash gifts, holiday benefits, reimbursement to cover travel expenses for visiting relatives for staff of management level, staff dormitories, and allowance for housing rentals outside working venues. In addition, pursuant to the terms of the share option scheme adopted by the Company, the Group can grant share options to eligible staff members.

In compliance with the relevant requirements under the "Labour Contract Law of the People's Republic of China", the Group will not dismiss employees without reasonable causes. The labour contracts contain provisions setting out the rights and obligations of the parties to protect the lawful rights and interests of workers and to build and develop harmonious and stable labour relations.

The Group upholds the principles of openness and fairness for recruitment in accordance with the relevant regulations. Various types of discrimination are prohibited. The recruitment process is solely based on the assessment of individual capabilities of candidates, regardless of race, colour, gender, age and religious beliefs. All employees and job applicants are entitled to equal opportunities and fair treatments. Apart from the Board, each department and position are staffed with employees of different genders. There are currently no female Directors on the Board. The Board will continue to take steps to identify suitable candidates and appoint at least one female Director to the Board no later than 31 December 2024. Such diversification in service appointment helps to enhance the strengths of the Group. It also attracts different talents with various skills. The Group treats every employee's contribution fairly.

(2) Working Hours and Holidays

The Group's working hour policies for its employees have been in strict compliance with the requirements under the "Labour Law of the People's Republic of China" and the "Labour Contract Law of the People's Republic of China", which ensure sufficient rest time and appropriate work-life balance for employees. On the New Year's Day, Spring Festival, Ching Ming Festival, International Labour Day, Dragon Boat Festival, Mid-Autumn Festival, National Day and other statutory holidays provided under the relevant laws and regulations, workers are allowed to take leave, aiming to increase their sense of wellbeing.

2. *Health and Safety*

The Group is committed to providing employees with a healthy, safe and comfortable working environment. In addition to national policies and regulations, the Group has formulated systems and regulations including the "Safety Management System of Qinqin" and "Safety Work Management Measures for the Production and Operation Department", which ensure the health and safety of employees. The Group has also established production safety teams at various levels, and it has further provided basic management work and secured production safety. The Group regularly trains employees on safety production practices, purchases suitable protective devices and tools for employees, and posts safety warnings and signs at workplaces, with the aim to constantly reminding employees to be cautious of hidden dangers. Every year, the Group arranges medical examinations for employees in order to protect the health of each and every employee. In the past three years, the Group has not had any employee work-related death cases.

(1) Production Safety

The Group enhances the safety and precaution awareness and self-protection abilities of all staff through safety training, regularly distributes various labor-protection supplies according to the job needs of each post, as well as supervises and educates them on proper wearing and use of such supplies. The Group identifies responsible personnel for production safety in departments, implements safety education, training and publicity, and regularly arranges relevant personnel to conduct safety inspections in workplaces, so as to identify safety issues in time to eliminate hidden dangers, and also carries out fire drill trainings with the fire department on a regular basis. The Group installs dust and exhaust devices for facilities that generate dust and waste gas. For the equipment generating excessive noise, priority is first given to eliminating or reducing noise sources, then to control over the spread of noise, and last to wearing protective equipment. The Group is actively improving its production equipment and the working environment of its employees through lean production.

(2) Occupational Safety

The Group conducts occupational health examinations on frontline staff on a regular basis, offers check-ups once every year for staff above employee level, and creates occupational health management files, so as to protect their physical and psychological health, which enables them to pay attention to personal health during their work. The Group has been in strict compliance with the regulations of the "Law of the People's Republic of China on the Prevention and Control of Occupational Diseases" and the "Measures for the Administration of Occupational Health Examination", and regularly carries out pre-employment, on-job and pre-departure occupational health examination annually. The Group liaises with external medical resources to hold a series of activities, including health talks and free medical consultations, further enhancing employees' occupational health awareness. The Group cares about the physical conditions and working environment of each employee and their daily activities in the Group.

(3) Hazard Identification and Control Measures

The Group identifies and evaluates the risk factors present in the existing workplaces, and it determines the necessary control measures to eliminate and reduce risks and to achieve system security. For potential emergencies (such as fires, flammable leaks, typhoons, accidental injuries), each of the production facilities has formulated the "Environmental Emergency Response Plan of Qinqin", such plan details the possible and unpredictable environmental events and existing risks within the Group and the corresponding emergency plans and response control procedures in place and manages them according to emergency procedures.

(4) Pandemic Prevention and Control

In January 2020, the Group established a working group on pandemic prevention and control to comprehensively coordinate pandemic prevention work at the Group's headquarter and each production facility, and has set up working groups on pandemic prevention for each production facility to ensure the pandemic prevention works are properly implemented. According to the relevant national regulations and requirements of local governments, the Group has issued "Management Measures for Prevention and Control of COVID-19 (親親公司預防新型冠狀病毒肺炎防疫管控工作管理辦法)" and appointed heads of production facility as chief responsible persons to supervise each working group on making contingency plans. We also allocated all our people to enhance preventive and hygienic disinfection measures for the best in disease prevention and control.

As employees resume work, the Group has set up checkpoints for prevention and control at the entrances and exits of each facility, where daily temperature checks and identity verification and registration are conducted for personnel entering, particularly to ensure that the health monitoring measures (i.e. confirming health conditions of personnel entering and exiting and whether masks are properly used) are in place. Vehicles and goods must be disinfected before entering the factory. As for employees who are returning to work, each department should inform the working group in advance about their transportation, time, route of travel, activity records, temperature and other relevant information. Every employee must fulfill the return-to-work requirements before resuming work.

To ensure the smooth operation of the production and the health and safety of our employees, the Group has prepared sufficient sanitary and personal protective equipment such as masks, disinfectants, protective gear, and infrared thermometer for daily use at each production facility. Meanwhile, each working group will regularly disinfect and sterilize the production area, office area, staff dormitory, canteens and surroundings of the facility every day, to safeguard a safe working and living environment for our employees.

In addition, in order to raise employees' awareness in disease prevention and complying with the social distancing requirements, the Group has formulated the following measures:

- Reporting health condition for timely employee condition tracking
  The working group on pandemic prevention and control will coordinate with each department and production facility on the compiling of pandemic prevention and control report. They timely monitor employees' health conditions through statistics gathered from WeChat and daily temperature checks, to ensure a full coverage condition tracking with zero-miss among all employees.

- Catering management and separate dining at different times
  Canteens at each facility arrange employees to dine in turn through takeaway catering for minimizing the risk of cross-infection. All personnel are required to keep a distance of at least 1 meter from others and wear masks when waiting in line, and are only allowed to take off the mask when dining. Each should dine alone at one table and leave the table after finishing their meal for the convenience of next diners.

- Shift-duty and home office to reduce gatherings
  In order to effectively reduce gatherings and stop the transmission of the disease, with the recommendations from the working group on pandemic prevention, the Group has adopted flexible working measures. Under shift-duty arrangement, some employees are required to work from home and submit work logs through our human resource system to report daily work plans and progress, so as to ensure an orderly operation of each department.

- Education and publicity to promote pandemic prevention and control knowledge
  Each working group on pandemic prevention carries on education and publicity of pandemic prevention and control for employees through various ways, such as posting posters, billboards, TV broadcasts, WeChat media, and publishing COVID-19 prevention and control knowledge. It also strengthens positive publicity and guidance to continuously improve employees' awareness of prevention and control, to eliminate panic, and to guide employees not to believe in rumors, not to spread rumors, and counter the pandemic scientifically.

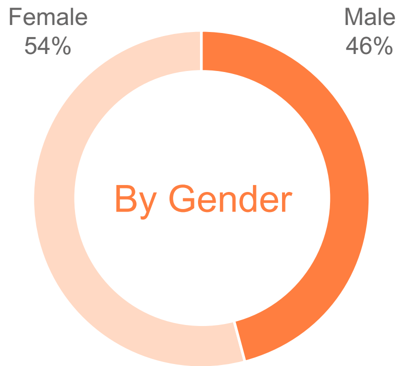
As the global pandemic has eased, the above pandemic prevention and control measures have also been relaxed as at the date of this report. The Group will continue to strictly carry out any pandemic prevention and control work from time to time in accordance with the regulations of the national and local governments.

3. Development and Training

The Group implements a "people-oriented" management philosophy and is committed to building a "ever-learning enterprise" which creates a strong learning atmosphere. The overall quality of its staff service is continuously enhanced. The Group has a consistent focus on employees' personal and professional developments. Apart from expanding its business, the Group also provides training and promotion opportunities for employees who are passionate about their work. Under the "Training Management System of Qinqin" and "Internal Trainer Management System of Qinqin", the Group has established a unique talent training system which has been implemented by the Group through coordination between various departments, leveraging external resources and internal teaching capabilities and using a variety of training methods.

The Group's training, including new staffs orientation training, training for management trainees, management training, professional skill training, training for key positions, general manager academy and corporate culture training, is either conducted internally or outsourced. The Group's internal E-learning platform was launched in May 2022, creating an online and offline system which enriches the level and approaches of training and provides more efficient training for the Group's employees. During the year, the Group led the training for key positions in all bases in China, with the number of trainees of 850, mainly including workshop supervisors, team leaders, machine operators and mechanics. A total of more than 60 reserve talents were produced, supporting the Group's high-quality development.

The per capita training of the Group's staffs in 2022 were as follows:



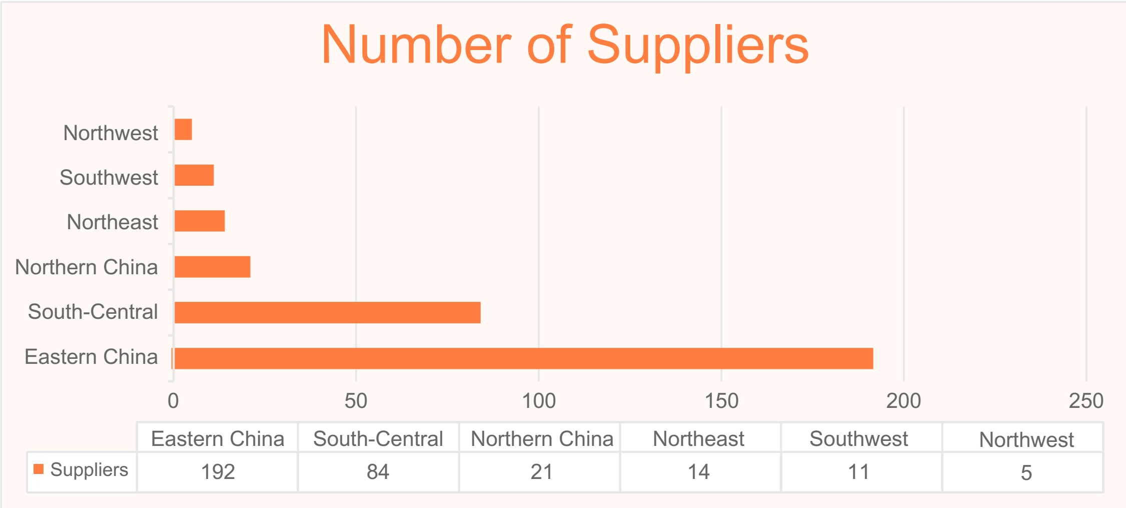
4. *Employee Guidelines*

In compliance with the requirements under the laws and regulations such as the "Labour Contract Law of the People's Republic of China", the Group prohibits child labour or forced labour. Pursuant to the "Personnel Management System of Qinqin", in the recruitment and selection of talents, those under 16 years of age must not be recruited. In addition, a restriction is set out in the human resource information system of the Group that the information on person under 16 years of age cannot be entered. As such, there has been no forced labour for the Group. The Group adheres to the equal and voluntary principle, fully understands employees' decisions and supports their development, and coordinates necessary procedures, e.g. personnel files and social security transfer for employees who voluntarily terminate their labour contracts. For employees who fail to fulfil their labour contractual obligations or fail to pass qualification assessment upon expiry of contract, the Group will terminate such labour contracts in accordance with relevant laws and regulations.

5. *Supply Chain Management*

For the production of food and snack products, the Group implements strict procedures for selecting suppliers, in order to ensure the quality of raw materials. The Group has developed the "Procurement Management System of Qinqin" and "Supplier Management and Evaluation Measures of Qinqin" to conduct assessment, selection, review and appraisal of its suppliers. Qualified suppliers, which have been confirmed by the review and appraisal results, shall have the proven ability to meet the Company's requirements for the quality of materials to be procured. In addition, management and control are conducted over the procurement process to ensure that the materials procured meet the requirements for production technologies and product quality. Apart from the financial status, the Group shall consider the suppliers' environmental, social and ethical morals while selecting suppliers or evaluating supplier relationships. Such investigations and assessments shall cover the basic situation, qualification certificate, technical competitiveness, production capacity, quality assurance system, after-sales service capacity and food safety control of the suppliers. The Group requires suppliers to possess business licenses and related food production licenses and to comply with laws and regulations.

The following is the number of suppliers of the Group divided by region:



6. *Product Responsibility*

The Group has been in strict compliance with a series of laws and regulations (including the "Food Safety Law of the People's Republic of China", the "Production Safety Law of the People's Republic of China" and the "Law of the People's Republic of China on the Protection of Consumers' Rights and Interests") related to areas such as production and operation, food packaging and food safety. The Group ensures the strict compliance with the laws and regulations in sections including food production and processing, product packaging and product transportation, thereby guarantees product quality.

(1) Product Innovation

The Group is committed to providing the consumer-centred services, that it will follow closely the current tidal trend in consumption upgrade and continuously apply innovative measures to improve product contents and product portfolio. Besides, the Group will adopt an innovative approach, to provide consumers with attentive and well-thought services, along with improving the products' overall accessibility. Based on the product management center and product research and development (R&D) team, the Group has continuously invested in the research and development team and scale-up R&D efforts to research on new products, so as to meet the diverse needs of consumers. The Group actively participates in various technology sharing endeavours, that it has joined hands with the Sports Medicine Research Institute of the General Administration of Sport of China, among other research centres and professional institutes, including the Food Institute of Fujian Normal University, Fujian Agriculture and Forestry University, and Hubei University of Technology, among others. The Group also introduced the world- advanced level jelly production line from Japan and other global advanced production lines, so as to promote market competitiveness of new products with the application of top-notch techniques and technology. The innovative products launched by the Group covered several functional purposes including low salt, low sugar, meal replacement, high nutrition, and weight management. With such initiatives, the Group hope to promote healthy and nutritious eating habits.

(2) Quality Control

The Group's quality management department is responsible for the development, management and supervision of the quality monitoring system and food safety management policy of the Group. The quality control teams continuously monitor the raw materials, ensuring that the quality and safety meet the specifications and quality requirements of the Group. The Group also adopts strict quality control measures for the production process to ensure consistent product quality and carries out inspection and tests in the whole production process. All products must be inspected at all stages of the production process, including later production inspection and final quality control before it is delivered for sale. The Group also works with certified third-party inspection companies to carry out product quality and food safety testing for the products of the Group. Furthermore, the Group continues to improve its internal management procedures by abiding to the latest developments in the relevant food safety laws and regulations.

The Group has been in strict compliance with the requirements of relevant laws and regulations, including the "Food Safety Law of the People's Republic of China" and the "Law of the People's Republic of China on the Protection of Consumers' Rights and Interests". The Group implements national food safety principles, as well as carries out quality control in several areas, such as the creation of an outstanding quality control team, establishment of a professional quality control system, improvement of the Group's standard quality control system and the promotion of building of safety culture.

All of the Group's production facilities and production lines are designed in compliance with the PRC's national quality standards. All production bases have obtained international ISO9001, ISO22000 or FSSC22000 Quality, Food Safety Management System and SC Food Production License, while some production bases have obtained ISO14001 Environmental Management, HALAL certification, GB/T33300 Integrity Management and HACCP (Hazard Analysis and Critical Control Point) Certification. The Group has achieved full coverage of system certification. Every year, the Group engages a third-party external certification body to conduct external assessment on the Group's corporate quality control system certification.

Dining counts most for people, of which food safety comes first. Therefore, food safety is of the utmost importance and the foundation of the development of Qinqin. The management of the Group plays a leading and influential role with the signing of the Food Safety Responsibility Commitment Letter annually, and actively carries out a number of food safety activities such as Quality and Safety Month, food-safety-themed activities, product quality evaluation and rating, and study sessions to strengthen food safety awareness among its overall staff members and further promote the food safety culture, thereby spreading the message of food safety to the rest of the community.

(3) Product Information

The Group has formulated the "Management Procedures for Design and Modification of Packaging and Samples Printing and the Label Review Management Rules" for standardising the product label review, which strengthens the label management and enhances the label compliance. The Group has established a cross-department label checking team, with members from the product management department, risk management department and quality management department, to review contents of labels, including product brand, advertising slogan, trademark, product ingredients and related food safety information, in accordance with the "Advertising Law of the People's Republic of China", the "Food Safety Law of the People's Republic of China", the "National Standard for Food Safety — General Code for Pre-packaged Food Labelling", the "National Standard for Food Safety — General Principles for Nutrition Labelling of Pre-packaged Food", as well as the relevant laws and regulations and food safety standards. The commencement of any packaging materials printing process is subject to the duly pass of the review assessment on label contents (or subsequent to the due rectification of any label error and re-assessment approval), to ensure product label compliance. The Group's product packaging, promotion materials, website, advertising video, among others, can only be launched into or released into the markets after the relevant approval from the group's legal department on intellectual property rights is obtained to ensure the legal compliance of the Group's products and marketing practices.

In 2022, the Group did not encounter any product recalls incident due to safety and health issues. The Group has set up a product tracking management system and manages information of all the process online through SAP system. It generates tracking management information from all aspects such as raw material arrival, production process and sales of products, to realize the directional tracking of products.

(4) Customer Complaints

The Group values every customer's complaint. The Group adopts an internal policy which promotes real-time response to product complaints. The Group has a dedicated customer service team and a customer service hotline to ensure prompt response to customers and consumers. The Group received a total of 214 complaints in 2022, with a resolution rate of 100%. Customer complaints are handled by the customer service staff of the sales management team, and the relevant departments in the Group's headquarter will be notified of in real-time to take remedial measures and to adopt appropriate preventive measure so as to avoid recurrence in the future.

The Group has product quality guidelines and policies to clarifies quality objectives. Each department will plan a specific path towards the quality objectives, and then the quality management department will supervise the progress of achieving the objectives, analyzes, summarizes and immediately handles the situation of quality defects, as well as tracking the quality improvement verification. The Group has implemented the management measures such as "Administrative Measures for Food Recalls". It has established product recall procedures and set up a product recall team, in order to investigate and perform quality and safety checks for potential recall products. Once the Group confirms any recalled product, the Group shall immediately establish a recall-product committee, aiming to identify the batches of products to be recalled and promptly notify the relevant parties.

(5) Intellectual Property Protection

The Group greatly concerns with the protection and management of intellectual property rights, and strictly abides by laws and regulations, including the "Trademark Law of the People's Republic of China", the "Copyright Law of the People's Republic of China", and the "Patent Law of the People's Republic of China", among other laws and regulations.

As of 31 December 2022, the Group has secured 1079 trademarks, 261 patent rights, and 452 copyright registrations in mainland China. The Group's legal department is responsible for coordinating the daily intellectual property management within the Group. As such, the department carefully monitors the trademarks that are going through the preliminary examination in the Trademark Office, screens and follows up on the expiry of right of use of trademarks, performs checks for patents due for annual fee payments, and arranges for timely renewal and payment, so as to ensure continuous validity and functionality of the intellectual property rights applied by the Group. The Group engages professional lawyers to train and educate relevant internal staff on basic legal knowledge that includes intellectual property rights, product labelling, promotional advertising, among others, to increase their awareness to respect intellectual property rights, and to enhance the Group's overall compliance with intellectual property rights.

(6) Privacy protection

The Group attaches great importance to consumer information and privacy and strictly complies with the requirements of relevant laws and regulations including the "Law of the People's Republic of China on the Protection of Consumers' Rights and Interests". The Group properly handles and keeps strict confidentiality of consumers' personal information collected through sales channels. The "Personnel Management System of Qinqin" specifies that no employee shall disclose business information, production formula, technical data, documents and other trade secrets of the Company. For any employees whose deliberate disclosure of technical and business secrets of the Group which caused significant economic losses to the Group, their labour contracts with the Group will be terminated.

7. Business Integrity

The Group strictly complies with the requirements of relevant laws and regulations such as the "Interim Provisions on Banning Commercial Bribery" and "Anti-Unfair Competition Law of the People's Republic of China". In accordance with relevant laws and regulations and actual situations of the Company, the Group set up the "Whistleblowing System of Qinqin" and the "Management Measures for Litigation Cases of Qinqin". The Group prohibits any corruption and bribery. Directors and employees must comply with corporate policies regarding the acceptance of benefits, and shall not seek personal gain in insider information in any circumstance. All persons involved in the selection of suppliers and contractors and procurement matters must avoid abuse of power or avoid any circumstances that prevent them from making independent decisions when purchasing goods and services. The Group has committed to the establishment of an anti-corruption and fraudulence mechanism, has "zero tolerance" on any violations of professional integrity and business ethics, and it has conducted special audits on areas where high risks of corruption and fraudulence exist.

The Group has established a whistleblowing system, internal audit department and market surveillance team, set up whistleblowing hotlines and CEO mailbox and promoting them to employees and business partners such as customers and suppliers/contractors, encourage employees, customers, suppliers etc. to report any corruption and fraudulent behaviors. The Group has established an internal audit department and market surveillance team, which enables independent investigations of reported matters. Such assisted the Group in identifying financial management loopholes, strengthening the financial management system, enhancing the financial management quality, enhancing self-discipline, self-improvement and disciplinary concepts of the leaders and promote honesty and integrity. The Group has also adopted necessary protective measures to avoid any relevant persons from being exposed to any form of harassment after reporting or cooperating in an investigation. Penalties will be imposed according to the severity of the verified violations of relevant regulations, until given relevant legal responsibilities.

8. *Care for Society*

The Group bears in mind its corporate social responsibility and mission. By proactively participating in social welfare undertakings and positively serving the community, the Group keeps paying back to society. While pursuing corporate growth, the Group also promotes social development and progress and fulfils its social responsibility as a corporate citizen through charitable donations, support for cultural undertakings, volunteer activities, and care for the elderly and children.

The Group has established more than 20 production companies and trading branches across Mainland China, solving the local unemployment problem. The Group also actively participates in public welfare and charity cause. Some of the events organized or participated in by the Group during the year are as follows:

(1) In April 2022, Qinqin Group donated bread, mineral water and other materials to Jinjiang Hospital (晉江市醫院), a designated medical treatment hospital, Anhai Hospital (安海醫院), nucleic acid testing sites and medical staff in quarantine hotels, to fight against the pandemic with full support, showing respect to frontline medical staff for fighting against the pandemic.

(2) In April 2022, Qinqin Group participated in the fundraising activity of "Love Relay, Fight the Pandemic Together" in Jinjiang City for new Jinjiang people, donating RMB200,000.

(3) In April 2022, during the pandemic, Qinqin Group donated the Company's products to the General Affairs of Jinjiang Economic Development Office, Dongshi Township Government, Dongshi Industrial and Commercial Office, Dongshi Market Supervision Bureau, Development Zone Chamber of Commerce, Xiantao Street Office, Sishui Pandemic Prevention Point, and Fushun Demonstration Zone Fire Brigade, supporting those working on the front line.

(4) In April 2022, during the height of pandemic in Jinjiang, the Company formed a volunteer team to maintain the order of the nucleic acid testing sites and checkpoints.

(5) In May 2022, before the upcoming Children's Day, Qinqin Group delivered delicious snacks to the children at Jinjiang Gelin Primary School (晉江格林小學), Jinjiang No.8 Experimental Primary School (晉江市第八實驗小學) and Jinjiang Hualin Primary School (晉江華林小學), and wished them a happy holiday and healthy growth.

(6) In September 2022, in order to inherit the traditional virtues of respecting, loving and helping the elderly, Qinqin Group provided supplies for the elderly in the Lingshui Community Service Center (靈水社區黨群服務中心) at the Double Ninth Festival.

The directors (the "**Director(s)**") of Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") herein present their report together with the audited financial statements of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. During the year, the Group is principally engaged in the manufacturing, distribution and sale of food and snack products in the People's Republic of China (the "**PRC**").

The principal activities of the Company's subsidiaries are set out in note 35 to the consolidated financial statements in the annual report.

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the Company's business, a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on page 7 and 15 of this annual report. An analysis using financial key performance indicators can be found in "Financial Highlights" on page 3 of this annual report. The above discussion and highlight form part of this Directors' report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated income statement on page 74 of this annual report.

The Board did not recommend the payment of final dividend for the year ended 31 December 2022.

The register of members of the Company (the "**Shareholders**") will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company to be held on Thursday, 18 May 2023 (the "**2023 AGM**"), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 2023 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 May 2023.

RESERVES

Details of the movement in reserves of the Company and of the Group during the year are set out in note 36 to the consolidated financial statements and in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

The Company's net reserves available for distribution, calculated in accordance with the Companies Laws of the Cayman Islands, as consolidated and revised from time to time, as at 31 December 2022 amounted to RMB594,966,000 (2021: RMB574,033,000), which represented the retained earnings/accumulated losses and share premium.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 25 to the consolidated financial statements in the annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the Group is set out on page 144.

DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. Hui Ching Lau *(Chairman)*
Mr. Wong Wai Leung *(Chief Financial Officer)*
Mr. Wu Wenxu *(Chief Executive Officer)*

Non-Executive Directors

Mr. Hui Lin Chit
Mr. Sze Man Bok
Mr. Wu Huolu
Mr. Wu Sichuan
Mr. Wu Yinhang

Independent Non-Executive Directors

Mr. Cai Meng
Mr. Chan Yiu Fai Youdey
Mr. Ng Swee Leng
Mr. Paul Marin Theil

Pursuant to the articles of association of the Company, all Directors appointed to fill a causal vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. In addition, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Hui Lin Chit, Mr. Sze Man Bok, Mr. Chan Yiu Fai Youdey and Mr. Paul Marin Theil shall retire by rotation at the forthcoming annual general meeting of the Company. Except Mr. Hui Lin Chit who does not offer himself for re-election, all other retiring Directors, namely Mr. Sze Man Bok, Mr. Chan Yiu Fai Youdey and Mr. Paul Marin Theil, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTORS' SERVICE AGREEMENT

Each of the executive Directors has respectively entered into a service contract with the Company for a term expiring on 7 July 2025, except that Mr. Wu Wenxu's service contract term shall expire on 7 December 2023. The service contract may be terminated in accordance with the respective terms of the service contract.

Non-executive Directors have entered into service contract with the Company on 20 June 2016 (as amended and supplemented on 20 May 2022) with no specific term, but subject to retirement and re-election provisions set out in the articles of association of the Company, which may be terminated by not less than one month's notice in writing served by either party.

Independent non-executive Directors were appointed pursuant to the respective letters of appointment for a term of three years expiring on 7 July 2025.

None of the Directors of the Company has entered or has proposed to enter into any service contract with the Company or any member of the Group other than contracts expiring or terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' EMOLUMENTS

The Group has a Directors' Remuneration Policy in place to determine the remuneration packages of Directors and senior management. The remuneration committee has been charged with the responsibility of making recommendations to the Board on the appropriated policy and structures for all aspects of the Directors' and senior management's remuneration. The Remuneration Committee also considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

Executive Directors' and senior management's remuneration package comprises fixed and variable and components and other benefits including performance based bonuses, allowances and share options. Non-executive Directors and Independent Non-executive Directors are entitled to receive directors' fee, but are not entitled to performance based remuneration and share options.

Details of the remuneration of the Directors are set out in note 37 to the consolidated financial statements. There has been no arrangement under which any Director has waived or agreed to waive any emoluments.

HUMAN RESOURCES AND MANAGEMENT

As at 31 December 2022, the Group had approximately 2,600 (2021: 2,700) employees. The Group aims to create a strong sense of community and a motivating environment for its employees to excel. The Group recruit employees based on a number of factors, including their educational background, work experience and vacancies within the Group. The Group determines employees' compensation based on their qualifications, work experience, position and performance. In addition to salaries, the Group provides a comprehensive range of staff benefits to its employees, including performance or contribution-based bonuses and allowances for meals and free dormitories. Besides, share options may be granted to eligible employees of the Group in accordance with the terms of the share option scheme adopted by the Company.

The Group also committed to continuing education and development of its employees, and the Group provides various education and training programs both internally and externally to cultivate its employees in improving their skills and developing their potential.

Remuneration of Directors and senior management of the Group is reviewed by the Company's remuneration committee against the Company's goals and objectives.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management are set out on page 16 to 20.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 34 to the consolidated financial statements, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company has been entered into or existed during the year.

COMPETING BUSINESSES

As at 31 December 2022, none of the Directors had any interest in a business which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under note 34 to the consolidated financial statements. None of them constitutes a disclosable transaction as defined under the Listing Rules.

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2022, the interest and short positions of the Directors in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")), which (a) were required to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 7 and 8 of Part XV of the SFO (including interest and short positions which the Directors have taken or deemed to have taken under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 of the Listing Rules to be notified to the Company and the Stock Exchange were set out below:

Long positions in the shares of the Company (the "Shares")

Name of Director	Note	Capacity/Nature of interest	Number of Shares interested	Number of underlying Shares interested (Note 1)	Approximate percentage of interest in the Company (Note 2)
Mr. Hui Ching Lau	3	Interest of controlled corporation/ corporate interest	411,045,219	—	54.44%
Mr. Sze Man Bok	4	Beneficial owner and founder of discretionary trust/personal and other interests	45,760,919	—	6.06%
Mr. Wu Huolu	5	Beneficial owner and interest of controlled corporation/personal and corporate interests	35,842,895	—	4.75%
Mr. Wu Wenxu		Beneficial owner/personal interest	—	400,000	0.05%
Mr. Wong Wai Leung		Beneficial owner/personal interest	—	240,000	0.03%

Notes:

1. Underlying Shares represent share options granted to the directors pursuant to share option scheme of the Company and details of which are set out on pages 61.

2. The percentages expressed are based on the total number of issued Shares of 755,096,557 as at 31 December 2022.

3. These 411,045,219 Shares are held and owned by Sure Wonder Limited, which is wholly owned by Mr. Hui Ching Lau and accordingly, Mr. Hui Ching Lau is deemed to be interested in the said 411,045,219 Shares.

4. These 45,760,919 Shares comprise 45,645,799 Shares held and owned by Tin Lee Investments Limited ("**Tin Lee**") and 115,120 Shares held and owned by Mr. Sze Man Bok. Tin Lee is a wholly owned subsidiary of Tin Wing Holdings Limited, which is owned by Seletar Limited and Serangoon Limited as nominee on trust for Credit Suisse Trust Limited, the trustee of the Sze's Family Trust. Mr. Sze Man Bok is settlor and beneficiary of the Sze's Family Trust and accordingly, is deemed to be interested in the said 45,645,799 Shares.

5. These 35,842,895 Shares comprise (i) 35,214,895 Shares held and owned by Easy Success International Investment Limited ("**Easy Success**"), which is wholly owned by Mr. Wu Huolu; and (ii) 628,000 Shares held and owned by Mr. Wu Huolu. Mr. Wu Huolu is deemed to be interested in the said 35,214,895 Shares held by Easy Success accordingly.

Save as disclosed above, none of the Directors or chief executive had, as at 31 December 2022, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which, (a) were required to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive have taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Share Option Scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN THE SHARES OF THE COMPANY

As at 31 December 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executive of the Company), were directly or indirectly, interested in 5% or more of the shares or short positions in the Shares and the underlying Shares, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, or to be notified to the Company, were as follows:

Long Positions in the Shares of the Company

Name of Substantial Shareholder	Note	Capacity/Nature of interest	Number of Shares interested	Approximate percentage of interest in the Company (Note 1)
Sure Wonder Limited	2	Beneficial owner/beneficial interest	411,045,219	54.44%
Tin Lee Investments Limited	3	Beneficial owner/beneficial interest	45,645,799	6.05%
Tin Wing Holdings Limited	3	Interests of controlled corporation/ corporate interest	45,645,799	6.05%
Serangoon Limited	3,4	Nominee for another person/other interest	53,834,099	7.13%
Seletar Limited	3,4	Nominee for another person/other interest	53,834,099	7.13%
Credit Suisse Trust Limited	3,4	Trustee/other interest	53,834,099	7.13%

Notes:

1. The percentages expressed are based on the total number of issued Shares of 755,096,557 as at 31 December 2022.

2. Mr. Hui Ching Lau, the Chairman and executive Director of the Company, is the sole director and sole shareholder of Sure Wonder Limited. His interest in Shares is disclosed in the "Directors' Interests in Securities" above.

3. Tin Lee Investments Limited is a wholly owned subsidiary of Tin Wing Holdings Limited which is owned by Seletar Limited and Serangoon Limited as nominee on trust for Credit Suisse Trust Limited, the trustee of the Sze's Family Trust. Each of Tin Wing Holdings Limited, Seletar Limited, Serangoon Limited and Credit Suisse Trust Limited, and Mr. Sze Man Bok are deemed to be interested in 45,645,799 Shares held and owned by Tin Lee Investments Limited under the SFO. Mr. Sze's interest in Shares is disclosed in the "Directors' Interests in Securities" above.

4. These 53,834,099 Shares comprise 45,645,799 Shares held and owned by Tin Lee Investments Limited (under the Sze's Family Trust) and 8,188,300 held by other trusts. As stated in note 3 above, Seletar Limited and Serangoon Limited have deemed interests in these Shares on trust for Credit Suisse Trust Limited, being trustee of the said trusts, and accordingly, each of them are deemed to be interested in these Shares under the SFO.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "**Scheme**") on 16 May 2017 which is valid and effective for a period of 10 years commencing on the date of adoption of the Scheme. Further details of the Scheme are disclosed in note 26 to the consolidated financial statements.

(1) The terms of the Scheme are summarised as follows:

(i) Purpose of the Scheme
The purpose of the Scheme is to provide the participants with the opportunity to acquire proprietary interests in the Company, to encourage participants to work towards achieving performance targets in order to enhance the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole and at the same time allow participants to enjoy the results of the Company attained through their efforts and contribution, to retain participants who achieve such performance targets and attract human resources that are valuable to the Group. The Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to participants.

(ii) Eligible Persons
Participants of the Scheme comprise of directors (including executive Director(s), non-executive Directors and independent non-executive Directors), officers and employees of any member of the Group as determined by the Board from time to time. The Directors may, at their discretion, invite participants to participate in the Scheme. In determining the basis of eligibility of each participant, the Board would take into account such factors as the Board may at its discretion consider appropriate.

(iii) Maximum Number of Shares Available for Issue
The maximum number of shares available for issue after considering the options already granted under the Scheme as at the date of the annual report are 33,209,655, representing 4.4% of total issued shares of the Company as at the date of this annual report, which are not more than 10% of the issued share capital of the Company (i.e. 47,569,655 shares) as at the date of the approval of the Scheme.

(iv) Maximum Entitlement of Each Participant
Unless approved by Shareholders in the manner set out in this paragraph below, the total number of Shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding Options, if any) in any 12-month period shall not exceed 1% of the Shares in issue. Any further grant of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding Options, if any) in the 12-month period up to and including the date of such further grant exceeding the said 1% limit shall be subject to Shareholders' approval in advance with such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. A circular containing the information required under the Listing Rules must be sent to the Shareholders disclosing the identity of such participant and the number and terms of the options granted and to be granted.

Where any grant of Options to a substantial Shareholder or an independent non-Executive Director of the Company, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding, if any) to such person in the 12 month period up to and including the date of such grant:

(a) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the shares then in issue; and

(b) having an aggregate value, based on the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of such grant, in excess of HK$5 million (or such other amount as may from time to time be specified by the Stock Exchange),

such further grant of options shall be subject to prior approval by the Shareholders. The proposed grantee, his associates and all core connected persons (as such terms are defined in the Listing Rules) of the Company shall abstain from voting at such general meeting, except that such grantee, his associates or all core connected persons may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

(v) Time on Exercise of Options
An option may be exercised in accordance with the terms of the Scheme and the offer of the grant of an option at any time commencing on the date of grant and expiring on such date as determined by the Board provided that the option may not be exercised after the expiration of 10 years from the date of grant.

(vi) Acceptance of Offer
An offer for the grant of options must be accepted for a period of 10 business days from the offer date and must be accompanied by payment of HK$1.00.

(vii) Subscription Prices
The subscription price for the shares shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer of option and shall be no less than the higher of:

(a) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;

(b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and

(c) the nominal value of a share on the date of grant.

(viii) Remaining Life of the Scheme

The Scheme will remain in force before 16 May 2027.

The Company should comply with the new requirements under the amended Chapter 17 of the Listing Rules in respect of the matters of share options.

(2) The table below sets out movements in the share options granted under the Scheme during the year ended 31 December 2022:

Eligible person	Number of share options Balance as at 1/1/2022	Granted during the year	Exercised during the year	Cancelled or lapsed during the year	Balance as at 31/12/2022	Exercise price per share HK$	Date of grant (DD/MM/YYYY)	Exercisable period (DD/MM/YYYY)
Directors								
Mr. Wong Wai Leung	60,000	—	—	(60,000)	—	2.56	06/06/2017	07/06/2019–06/06/2022
	60,000	—	—	(60,000)	—	2.56	06/06/2017	07/06/2020–06/06/2022
	60,000	—	—	—	60,000	2.31	16/08/2018	17/08/2020–16/08/2023
	60,000	—	—	—	60,000	2.31	16/08/2018	17/08/2021–16/08/2023
	36,000	—	—	—	36,000	2.19	23/08/2021	24/08/2022–23/08/2023
	36,000	—	—	—	36,000	2.19	23/08/2021	24/08/2023–23/08/2024
	48,000	—	—	—	48,000	2.19	23/08/2021	24/08/2024–23/08/2025
Mr. Wu Wenxu	60,000	—	—	(60,000)	—	2.56	06/06/2017	07/06/2019–06/06/2022
	60,000	—	—	(60,000)	—	2.56	06/06/2017	07/06/2020–06/06/2022
	50,000	—	—	—	50,000	2.31	16/08/2018	17/08/2020–16/08/2023
	50,000	—	—	—	50,000	2.31	16/08/2018	17/08/2021–16/08/2023
	90,000	—	—	—	90,000	2.19	23/08/2021	24/08/2022–23/08/2023
	90,000	—	—	—	90,000	2.19	23/08/2021	24/08/2023–23/08/2024
	120,000	—	—	—	120,000	2.19	23/08/2021	24/08/2024–23/08/2025

Eligible person	Number of share options Balance as at 1/1/2022	Granted during the year	Exercised during the year	Cancelled or lapsed during the year	Balance as at 31/12/2022	Exercise price per share HK$	Date of grant (DD/MM/YYYY)	Exercisable period (DD/MM/YYYY)
Other employees	1,985,000	—	—	(1,985,000)	—	2.56	06/06/2017	07/06/2019–06/06/2022
	1,985,000	—	—	(1,985,000)	—	2.56	06/06/2017	07/06/2020–06/06/2022
	2,760,000	—	—	(275,000)	2,485,000	2.31	16/08/2018	17/08/2020–16/08/2023
	2,760,000	—	—	(275,000)	2,485,000	2.31	16/08/2018	17/08/2021–16/08/2023
	3,519,000	—	—	(723,000)	2,796,000	2.19	23/08/2021	24/08/2022–23/08/2023
	3,519,000	—	—	(723,000)	2,796,000	2.19	23/08/2021	24/08/2023–23/08/2024
	4,692,000	—	—	(964,000)	3,728,000	2.19	23/08/2021	24/08/2024–23/08/2025
	22,100,000	—	—	(7,170,000)	14,930,000			

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of exercise period.

2. The closing price of the Shares immediately before the date on which the share options being granted on 6 June 2017, 16 August 2018 and 23 August 2021 was HK$2.56, HK$2.29 and HK$2.19 respectively.

3. During the year, no options wee cancelled under the Scheme.

The Company used the Binomial Model for assessing the fair value of the share option granted. The following assumptions were used to calculate the fair values of the share options:

	Date of Grant				
	6 June 2017	16 August 2018	23 August 2021		
Grant date share price	HK$2.56	HK$2.29		HK$2.19	
Exercise price	HK$2.56	HK$2.31		HK$2.19	
Expected life	5 years	5 years	2 years	3 years	4 years
Expected volatility (note a)	33%	34%	41%	39%	37%
Risk-free rate (note b)	0.94%	2.06%	0.18%	0.29%	0.45%
Dividend yield (note c)	1.49%	1.91%	0%	0%	0%

Notes:

(a) Expected volatility is estimated with reference to the historical share price of the Company and a set of comparable companies.

(b) Risk-free rate is determined with reference to the yield of Hong Kong Exchange Fund Notes.

(c) Dividend yield is estimated by reference to the historical share price and dividend paid of the Company and a set of comparable companies.

According to the Binomial Model, the fair value of the option granted, which had been charged to the consolidated income statement for the year ended 31 December 2022, amounted to approximately RMB2,145,000 and the remaining unamortised fair value of approximately RMB1,591,000 will be charged to the consolidated income statement in future.

It should be noted that the value of an option varies with different variables of certain subjective assumptions, any change in variables so adopted may materially affect the fair value estimate.

(3) The table below sets out the additional information in respect of the Scheme during the year ended 31 December 2022:

Number of options available for grant as at 1 January 2022	Number of options available for grant as at 31 December 2022	Number of outstanding options divided by weighted average number Shares in issue as at 31 December 2022
25,469,655	32,639,655	2.0%

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions by the Directors. Having made specific enquiries with all the Directors, they have confirmed compliance with the required standard as set out in the Model Code throughout the year ended 31 December 2022.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board has assessed the independence of all the Independent Non-executive Directors and is satisfied of their independence.

AUDIT COMMITTEE

The audit committee, which comprises four Independent Non-executive Directors of the Company, has reviewed with the management in conjunction with the auditor, the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of audited consolidated financial statements of the Group for the year ended 31 December 2022.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's customers primarily comprise of distributors, direct key accounts and other retailers and the Group mainly sell its products to a broad network of distributors. The Group has maintained well-established relationships with its distributors and leverages the strength of their distribution channels to efficiently distribute products and reach consumers in different regions of China.

The Group selects its suppliers based on price, product quality, safety and market reputation and typically collaborate with reliable and reputable suppliers of raw materials. The Group has had stable relationships with many of its suppliers of raw materials, and the Group generally has various sources of supply for each type of raw material to reduce the reliance on a single supplier and to make reference to prevailing market prices for the same raw material.

The percentages of purchases and sales for the year ended 31 December 2022 contributed by the Group's major suppliers and customers are as follows:

Purchases	
— the largest supplier	3.1%
— five largest suppliers combined	11.9%
Sales	
— the largest customer	1.4%
— five largest customers combined	4.7%

None of Directors, their close associates or substantial shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) were interested, at any time during the year, in the Group's five largest customers or suppliers.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float during the year ended 31 December 2022 under the Listing Rules.

PERMITTED INDEMNITY PROVISIONS

According to the articles of association of the Company, every director of the Company shall be entitled to be indemnified out of assets of the Company against all losses or liabilities incurred or sustained by him as a director in defending and proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted.

Save as disclosed herein, at no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company).

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's articles of association, or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

AUDITOR

PricewaterhouseCoopers, the former auditor of the Company, resigned as the auditor of the Company on 17 June 2022 and Baker Tilly Hong Kong Limited was appointed by the Board on the same date as auditor to fill the casual vacancy.

The financial statements for the year ended 31 December 2022 have been audited by Baker Tilly Hong Kong Limited who shall hold office until the conclusion of the forthcoming annual general meeting of the Company. A resolution will be proposed at the forthcoming annual general meeting for reappointment of Baker Tilly Hong Kong Limited as auditor of the Company.

RAISING OF FUNDS AND USE OF PROCEEDS

The Company did not have any unutilised proceeds from fund raising activities brought forward from previous financial years and did not have any fund raising activity during the year ended 31 December 2022 and up to the date of this report.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2022.

SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

There was no significant event of the Group occurred after the reporting period.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Details of the Company's environmental, social and governance practices are set out in the Environmental, Social and Governance Report of this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the year, the Group was not aware of material non-compliance with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

On behalf of the Board
Qinqin Foodstuffs Group (Cayman) Company Limited

Hui Ching Lau
Chairman

Hong Kong, 17 March 2023

bakertilly
天職國際

Independent auditor's report to the shareholders of
Qinqin Foodstuffs Group (Cayman) Company Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Qinqin Foodstuffs Group (Cayman) Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 74 to 143, which comprise the consolidated balance sheet as at 31 December 2022, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition — sales of goods	
During the year ended 31 December 2022, the Group recognised revenue from sales of goods amounting to RMB957.6 million. Revenue is recognised when the Group satisfies a performance obligation by transferring the control of promised good or service to a customer in an amount that reflects the consideration to which the Group expects to be entitled in exchange for that good or service. We focused on this area due to the large volume of revenue transactions generated from sales of numerous kinds of products to a large number of customers, including direct customers and distributors in many different locations.	We understood, evaluated and validated management's controls in respect of the Group's sales transactions. In addition, we tested the general control environment of the Group's information technology systems and the automated controls that were related to revenue recording. We conducted testing of revenue transactions on a sample basis by examining the relevant supporting documents including customer contracts and orders, sales invoices, goods delivery notes and good receipt records. In addition, we circulated confirmations on a sample basis on trade receivables balances as at the balance sheet date. Furthermore, we tested sales transactions that took place shortly before and after the balance sheet date, by reconciling recognised revenue with the goods delivery notes and good receipt records, to assess whether revenue was recognised in the correct reporting periods. Based on the work performed, we found the Group's revenue from sales of goods being tested were supported by the evidences that we obtained.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another independent auditor who expressed an unmodified opinion on those statements on 18 March 2022.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditor's report is Chan Kwan Ho, Edmond.

Baker Tilly Hong Kong Limited
Certified Public Accountants
Hong Kong,
Chan Kwan Ho, Edmond
Practising certificate number P02092

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2022

	Note	Year ended 31 December **2022 RMB'000**	2021 RMB'000
Revenue	5	**957,569**	860,254
Cost of goods sold	6	**(710,252)**	(645,911)
Gross profit		**247,317**	214,343
Distribution cost and selling expenses	6	**(139,556)**	(138,146)
Administrative expenses	6	**(122,690)**	(135,665)
Net impairment reversal on financial assets	3(1)(ii)	**47**	1,186
Other income and other gains — net	8	**16,885**	3,291
Operating profit/(loss)		**2,003**	(54,991)
Finance income	9	**10,864**	12,911
Finance costs	9	**(3,921)**	(5,818)
Finance income — net		**6,943**	7,093
Share of net losses of associates	18	**(1,115)**	(756)
Profit/(loss) before income tax		**7,831**	(48,654)
Income tax expense	10	**(9,599)**	(32,243)
Loss for the year		**(1,768)**	(80,897)
Loss for the year attributable to:			
Equity shareholders of the Company		**(1,387)**	(80,841)
Non-controlling interests		**(381)**	(56)
		(1,768)	(80,897)
Loss per share for loss attributable to equity shareholders of the Company			
— Basic loss per share (expressed in RMB per share)	11	**RMB(0.002)**	RMB(0.107)
— Diluted loss per share (expressed in RMB per share)	11	**RMB(0.002)**	RMB(0.107)

The notes on pages 80 to 143 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Year ended 31 December	
	2022	2021
	RMB'000	RMB'000
Loss for the year	**(1,768)**	(80,897)
Other comprehensive (loss)/income		
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	**(6)**	(261)
Items that will not be reclassified to profit or loss		
Fair value (losses)/gains on financial assets at fair value through other comprehensive income, net of tax	**(33,580)**	11,000
Other comprehensive (loss)/income for the year, net of tax	**(33,586)**	10,739
Total comprehensive loss for the year	**(35,354)**	(70,158)
Total comprehensive loss for the year is attributable to:		
Equity shareholders of the Company	**(34,973)**	(70,102)
Non-controlling interests	**(381)**	(56)
	(35,354)	(70,158)

The notes on pages 80 to 143 are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEET

As at 31 December 2022

	Note	As at 31 December 2022 RMB'000	2021 RMB'000
Assets			
Non-current assets			
Property, plant and equipment	13	**827,076**	709,859
Construction-in-progress	14	**321,734**	230,530
Right-of-use assets	15	**79,640**	82,067
Intangible assets	16	**2,192**	2,610
Prepayments for non-current assets	17	**13,655**	30,018
Deferred income tax assets	30	**9,264**	13,401
Investments in associates	18	**35,917**	37,032
Financial assets at fair value through other comprehensive income	19	**49,155**	93,899
		1,338,633	1,199,416
Current assets			
Inventories	21	**150,122**	157,695
Trade receivables	22	**3,088**	5,153
Other receivables, prepayments and deposits	22	**28,310**	62,973
Financial assets at fair value through profit or loss	23	**34,448**	51,820
Cash and bank balances	24	**502,132**	439,671
		718,100	717,312
Total assets		**2,056,733**	1,916,728

	Note	As at 31 December 2022 RMB'000	2021 RMB'000
Equity			
Share capital	25	**6,433**	6,433
Other reserves	27	**725,715**	754,819
Retained earnings		**501,987**	505,711
Capital and reserves attributable to equity shareholders of the Company		**1,234,135**	1,266,963
Non-controlling interests		**563**	944
Total equity		**1,234,698**	1,267,907
Liabilities			
Non-current liabilities			
Borrowings	29	**181,817**	—
Lease liabilities	15	**6,765**	6,473
Deferred income tax liabilities	30	**6,593**	16,705
		195,175	23,178
Current liabilities			
Trade payables	28	**154,020**	100,321
Other payables and accrued charges	28	**300,784**	293,218
Contract liabilities	5(3)	**123,703**	133,646
Current income tax liabilities		**2,153**	1,094
Borrowings	29	**46,200**	97,364
		626,860	625,643
Total liabilities		**822,035**	648,821
Total equity and liabilities		**2,056,733**	1,916,728

The notes on pages 80 to 143 are an integral part of the consolidated financial statements.

The consolidated financial statements on pages 74 to 143 were approved by the Board of Directors on 17 March 2023 and were signed on its behalf.

Hui Ching Lau
Director

Wong Wai Leung
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Notes	Share capital RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
		Equity attributable to equity shareholders of the Company					
Balance at 1 January 2021		6,433	736,801	592,724	1,335,958	—	1,335,958
Comprehensive loss							
Loss for the year		—	—	(80,841)	(80,841)	(56)	(80,897)
Other comprehensive income/(loss)							
Fair value gains on financial assets at fair value through other comprehensive income		—	11,000	—	11,000	—	11,000
Exchange difference		—	(261)	—	(261)	—	(261)
Total comprehensive (loss)/income for the year		—	10,739	(80,841)	(70,102)	(56)	(70,158)
Capital contribution from non-controlling interests		—	—	—	—	1,000	1,000
Equity-settled share option arrangement	26	—	1,107	—	1,107	—	1,107
Appropriation to statutory reserves	27	—	6,172	(6,172)	—	—	—
Balance at 31 December 2021 and 1 January 2022		6,433	754,819	505,711	1,266,963	944	1,267,907
Comprehensive loss							
Loss for the year		—	—	(1,387)	(1,387)	(381)	(1,768)
Other comprehensive loss							
Fair value losses on financial assets at fair value through other comprehensive income		—	(33,580)	—	(33,580)	—	(33,580)
Exchange difference		—	(6)	—	(6)	—	(6)
Total comprehensive loss for the year		—	(33,586)	(1,387)	(34,973)	(381)	(35,354)
Equity-settled share option arrangement	26	—	2,145	—	2,145	—	2,145
Appropriation to statutory reserves	27	—	2,337	(2,337)	—	—	—
Balance at 31 December 2022		6,433	725,715	501,987	1,234,135	563	1,234,698

The notes on pages 80 to 143 are an integral part of the consolidated financial statements.

For the year ended 31 December 2022

	Note	Year ended 31 December 2022 RMB'000	2021 RMB'000
Cash flows generated from operating activities			
Cash generated from operations	31(a)	**245,100**	47,680
Interest paid		**(2,614)**	(2,648)
Income tax paid		**(3,351)**	(15,076)
Net cash generated from operating activities		**239,135**	29,956
Cash flows used in investing activities			
Cash received from deposits with original maturity over 3 months		**48,980**	670,921
Proceeds from compensation for property, plant and equipment		**—**	24,690
Interest received		**10,617**	12,911
Proceeds from disposal of investments in an associate		**—**	3,651
Proceeds from disposal of property, plant and equipment	31(b)	**1,253**	1,212
Increase in bank deposits with original maturity over 3 months		**(66,596)**	(599,453)
Purchase of property, plant and equipment, including additions of construction-in-progress		**(326,439)**	(305,688)
Withdrawal of restricted bank deposits		**6,606**	—
Payments for investments in an associate	18	**(1,000)**	(35,520)
Payments for financial assets at fair value through other comprehensive income	19	**—**	(17,696)
Payments for financial assets at fair value through profit or loss	23	**—**	(10,000)
Proceeds from disposal of financial assets at fair value through profit or loss	23	**8,000**	—
Purchase of intangible assets	16	**(5)**	(546)
Net cash used in investing activities		**(318,584)**	(255,518)
Cash flows generated from financing activities			
Proceeds from borrowings		**228,017**	110,486
Repayment of borrowings		**(97,364)**	(83,321)
Withdrawal of pledged bank deposits		**—**	43,828
Capital contribution from non-controlling shareholders		**—**	1,000
Net cash generated from financing activities		**130,653**	71,993
Net increase/(decrease) in cash and cash equivalents		**51,204**	(153,569)
Cash and cash equivalents at beginning of the year		**391,190**	547,241
Effect of foreign exchange rate changes in cash and cash equivalents		**247**	(2,482)
Cash and cash equivalents at end of the year	24	**442,641**	391,190

The notes on pages 80 to 143 are an integral part of the consolidated financial statements.

1 GENERAL INFORMATION

Qinqin Foodstuffs Group (Cayman) Company Limited (the "**Company**") was incorporated in the Cayman Islands on 14 January 2016 as an exempted company with limited liability under the Companies Act of the Cayman Islands. The address of its registered office is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of the Company's principal business place is Unit 2601, 26th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Admiralty, Hong Kong.

The Company is an investment holding company and its subsidiaries (together, the "**Group**") are principally engaged in the manufacturing, distribution and sale of food and snack products in the People's Republic of China (the "**PRC**").

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 8 July 2016.

The ultimate holding company of the Company is Sure Wonder Limited, a company incorporated in the British Virgin Islands, which is wholly owned by Mr. Hui Ching Lau. The ultimate controlling party of the Group is Mr. Hui Ching Lau.

These consolidated financial statements are presented in Renminbi ("**RMB**"), which is also the functional currency of the Company.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(1) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRS**") issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets measured at fair value.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(1) Basis of preparation *(Continued)*

(i) New and amended standards adopted by the Group

The Group has applied the following amendments or annual improvements for the first time for their annual reporting period commencing 1 January 2022:

Amendment to HKAS 16	Property, Plant and Equipment — Proceeds Before Intended Use
Amendment to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Annual Improvements	Annual Improvements to HKFRS Standards 2018–2020 (Amendments)
Amendments to HKFRS 3	Reference to the Conceptual Framework

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(ii) New standards and interpretations not yet adopted

The following new standards, amendments and interpretations to standards relevant to the Group have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group:

Standards		**Effective for annual periods beginning on or after**
HKFRS 17 and amendments to HKFRS 17	Insurance contracts and the Related Amendments	1 January 2023
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendment to HKAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants	1 January 2024
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of assets between an investor and its associate or joint venture	To be determined

The Group has already commenced an assessment of the impact of these new or revised standards and amendments. According to the preliminary assessment made by the Group, no significant impact on the financial performance and position of the Group is expected when they become effective.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(2) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated balance sheet and statement of changes in equity respectively.

(ii) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(3) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(3) Associates *(Continued)*

Equity method *(Continued)*

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2(10).

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

(4) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as being the chief operating decision maker who makes strategic decisions.

(5) Foreign currency translation

(i) Functional and presentation currency

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 consolidated financial statements are presented in RMB, which is the Company's and its subsidiaries' functional currency and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognised in the consolidated income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(5) Foreign currency translation *(Continued)*

(ii) Transactions and balances (Continued)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within "finance income" and "finance costs", where applicable. All other foreign exchange gains and losses are presented in the consolidated income statement within "other income and other gains — net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

— Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet

— Income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

— All resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

(6) Property, plant and equipment

Buildings comprise mainly factories, warehouses and offices. All property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(6) Property, plant and equipment *(Continued)*

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Construction-in-progress represents buildings, plant and equipment under construction or pending installation and is stated at cost less accumulated impairment losses. Cost includes the costs of construction and acquisition. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated below.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	20 years
Machinery	10-20 years
Office equipment, furniture and fixtures	5 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "other income and other gains — net" in the consolidated income statement.

(7) Land use rights

Land use rights are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Cost represents consideration paid for the rights to use the land on which various plants and buildings are situated for periods of the lease. Amortisation of land use rights is calculated on a straight-line basis over the period of the leases.

(8) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(8) Leases *(Continued)*

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(8) Leases *(Continued)*

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Leases for which the Group is a lessor are classified as operating leases. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

(9) Intangible assets — Computer softwares

Computer softwares represent purchased softwares initially recognised at historical cost and are amortised over their estimated useful lives (10 years).

(10) Impairment of investments in subsidiaries and non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows, i.e. the cash-generating units ("**CGUs**"). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of an impairment at the end of each reporting period.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(11) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("**OCI**") or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("**FVOCI**").

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("**FVPL**"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income and other gains — net together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(11) Financial assets *(Continued)*

(iii) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other income and other gains — net in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables (see Note 3(1)(ii)(b) for further details).

(12) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

(13) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (allocated based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(14) Trade and other receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3(1)(ii)(b) for the description of the Group's impairment policies.

If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

(15) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

(16) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(17) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(18) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(18) Borrowings *(Continued)*

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income and other gains — net or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(19) Borrowing costs

All borrowing costs are expensed in the period in which they are incurred.

(20) Current and deferred income tax

The income tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in other comprehensive income or equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the jurisdictions where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(a) Inside basis differences

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, and deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(20) Current and deferred income tax *(Continued)*

(ii) Deferred income tax (Continued)

(b) Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity where there is an intention to settle the balances on a net basis.

(21) Employee benefits

(i) Short-term obligation

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations.

(ii) Pension obligations

The employees of the Group in the PRC are covered by the government-sponsored defined contribution pension plan under which the retired employees are entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these retired employees. The Group contributes on a monthly basis to the pension plan. Under the pension plan, the Group has no obligation for post-retirement benefits beyond the contributions made. The contributions are recognised as employee benefit expense when they are due.

The Group's subsidiary in Hong Kong operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the subsidiary in an independently administered fund. The subsidiary's employer contributions vest fully with the employees when contributed into the MPF Scheme.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(21) Employee benefits *(Continued)*

(iii) Housing funds, medical insurances and other social insurances

The employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plans. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each period, and recognised as employee benefit expense when they are due.

(iv) Share-based compensation

The Group operates an equity-settled share-based payment plan. The fair value of the employee services received in exchange for the grant of the options to purchase shares of the Company is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (e.g. profitability and sales growth targets).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium account.

When the share options are lapsed or forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will continue to be held in share option reserve.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(22) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(23) Revenue recognition

(i) Sale of goods

The Group manufactures, distributes and sells food and snack products. Sales are recognised when control of the products has transferred, being when the products are delivered and the customers have inspected and accepted the products. Customers have full discretion over the channel and price to sell the products, and there is no more unfulfilled obligation that could affect the acceptance of the products. Delivery occurs when the products have been shipped to the specific location. The risks of obsolescence and loss have been transferred to the customers when either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The Group's products are often sold with retrospective volume discounts based on aggregate sales over a period of time. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other payables and accrued charges) is recognised for expected volume discounts payable to customers in relation to sales made.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(23) Revenue recognition *(Continued)*

(i) Sale of goods (Continued)

Most of the sales were made with advance payment, and no element of financing is deemed present as the remaining sales are made with credit terms of 30 to 90 days, which is consistent with market practice.

A receivable is recognised when the goods are delivered and the customers has inspected and accepted the products as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(ii) Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

(iii) Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the consolidated income statement as part of other income and other gains — net.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

(24) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(25) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to assets are presented in the consolidated balance sheet by deducting the grant in arriving at the carrying amount of the asset and are recognised in the consolidated income statement on a straight-line basis over the life of a depreciable asset as a reduced depreciation expense.

(26) Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3 FINANCIAL RISK MANAGEMENT

(1) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(i) Market risk

(a) Foreign exchange risk

The Group operates primarily in the PRC and the functional currency of majority of the companies in the Group is RMB. Foreign exchange risk arises mainly from future commercial transactions of sales and purchases with overseas customers and suppliers by the Group and recognised assets or liabilities, such as cash and cash equivalents, term deposits, restricted bank deposits, trade and other receivables and payables, and bank borrowings of the Group, which are denominated in Hong Kong Dollar ("**HKD**"), United States Dollar ("**USD**") and other currencies that are not the functional currency of the relevant companies in the Group.

As at 31 December 2022, if RMB had strengthened/weakened by 5% against the foreign currencies with all other variables unchanged, the Group's profit before income tax would have been RMB532,000 lower/higher (2021: loss before income tax would have been RMB236,000 higher/lower)respectively.

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(1) Financial risk factors *(Continued)*

(i) Market risk (Continued)

(b) Cash flow and fair value interest rate risk

Except for cash and cash equivalents and borrowings, the Group has no other significant interest-bearing assets and liabilities. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates because the interest rates of bank deposits are not expected to change significantly.

The Group has not used any financial instruments to hedge its exposure to cash flow interest rate risk.

The Group is exposed to fair value interest rate risk in relation to restricted bank deposits, term deposits, fixed-rate bank borrowings and lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank borrowings. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and LPR arising from the Group's RMB denominated borrowings.

(ii) Credit risk

Credit risk arises from bank balances, trade and other receivables, as well as credit exposures to customers, including outstanding receivables and committed transactions.

(a) Risk management

Credit risk is managed on a group basis. All bank balances were placed with or entered into with highly reputable and sizable banks and financial institutions without significant credit risk. Majority of the Group's sales are settled in cash by its customers on delivery of goods. Credit sales are made only to selected customers with good credit history. The Group has policies in place to ensure that settlement of trade receivables are followed up on a timely basis.

The Group has no significant concentrations of credit risk. The carrying amounts of bank balances, trade receivables and other receivables included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(1) Financial risk factors *(Continued)*

(ii) Credit risk (Continued)

(a) Risk management *(Continued)*

The table below shows the bank balances with counterparties as at 31 December 2022 and 2021:

	2022 RMB'000	2021 RMB'000
Counterparties		
— Big 4 state-owned banks (Note)	**72,667**	131,714
— Other reputable and sizeable domestic commercial banks	**362,075**	194,634
— Highly reputable and sizeable foreign-owned banks	**67,390**	113,323
	502,132	439,671

Note: Big 4 domestic banks comprise Industrial and Commercial Bank of China Limited, Agricultural Bank of China Limited, Bank of China Limited and China Construction Bank Corporation.

(b) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivables for sales of goods, and
- other financial assets at amortised cost.

While cash and cash equivalents were also subject to the impairment requirements of HKFRS 9, no impairment loss was identified.

Trade receivables

The Group applied the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and aging periods.

The expected loss rates are based on the ageing profiles of trade receivables over a period of 36 months before 31 December 2022 and 31 December 2021 respectively. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(1) Financial risk factors *(Continued)*

(ii) Credit risk (Continued)

(b) Impairment of financial assets *(Continued)*

Trade receivables (Continued)

On that basis, the loss allowance as at 31 December 2022 and 31 December 2021 was determined as follows for trade receivables:

31 December 2022	**Within 6 months**	**7 to 12 months**	**Over 12 months**
Expected loss rate	0.01%	0.07%	8.52%

31 December 2021	**Within 6 months**	**7 to 12 months**	**Over 12 months**
Expected loss rate	0.02%	0.12%	11.37%

The closing loss allowances for trade receivables as at 31 December 2022 and 31 December 2021 reconcile to the opening loss allowances as follows:

	Trade receivables	
	2022 **RMB'000**	2021 RMB'000
Opening loss allowance at 1 January	**47**	1,456
Receivables written off during the year as uncollectible	**—**	(223)
Unused amount reversed	**(47)**	(1,186)
Closing loss allowance at 31 December	**—**	47

Trade receivables are written off when there is no reasonable expectation of recovery.

Impairment losses on trade receivables are presented as net impairment losses within operating profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other financial assets at amortised cost

There is no loss allowance for other financial assets at amortised cost as at 31 December 2022 and 2021.

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(1) Financial risk factors *(Continued)*

(iii) Liquidity risk

Cash flow is managed at Group level by head office finance department ("**Group Finance**"). Group Finance monitors the Group's liquidity requirements to ensure that it has sufficient cash to meet operational needs at all times and does not breach borrowing limits or covenants on any of its borrowing facilities. Group Finance usually takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal balance sheet ratio targets.

Group Finance mainly invests surplus cash in time deposits, with appropriate maturities.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Weighted average interest rates	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2022							
Trade payables		**154,020**	**–**	**–**	**–**	**154,020**	**154,020**
Other payables (excluding non-financial liabilities)		**198,570**	**–**	**–**	**–**	**198,570**	**198,570**
Borrowings	**2.94%**	**52,226**	**64,989**	**107,303**	**21,950**	**246,468**	**228,017**
Lease liabilities	**4.50%**	**–**	**–**	**3,294**	**5,490**	**8,784**	**6,765**
		404,816	**64,989**	**110,597**	**27,440**	**607,842**	**587,372**
At 31 December 2021							
Trade payables		100,321	–	–	–	100,321	100,321
Other payables (excluding non-financial liabilities)		197,661	–	–	–	197,661	197,661
Borrowings	2.99%	98,728	–	–	–	98,728	97,364
Lease liabilities	4.50%	–	–	2,196	6,588	8,784	6,473
		396,710	–	2,196	6,588	405,494	401,819

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(2) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. The gearing ratio is calculated on the basis of the net borrowings as a percentage of the total shareholders' equity. As the Group was in net cash position as at 31 December 2022 and 2021, no gearing ratio was presented.

(3) Fair value estimation

The table below analyses financial instruments carried at fair value by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's financial assets that are measured at fair value at 31 December 2022:

	At 31 December	
	2022	2021
	RMB'000	RMB'000
Financial assets		
Financial assets at FVPL		
— Level 2	**—**	8,000
— Level 3	**34,448**	43,820
Financial assets at FVOCI		
— Level 3	**49,155**	93,899
	83,603	145,719

During the years ended 31 December 2022 and 2021, there are no transfers among levels of the fair value hierarchy used in measuring the fair value of financial instruments, and also no changes in the classification of financial assets as a result of a change in the purpose or use of those assets.

3 FINANCIAL RISK MANAGEMENT *(Continued)*

(3) Fair value estimation *(Continued)*

The following table presents the changes in level 2 and 3 instruments for the year ended 31 December 2022:

	Year ended 31 December	
	2022	2021
	RMB'000	RMB'000
Opening Balance	**145,719**	118,552
Additions — FVOCI	**—**	17,696
Additions — FVPL	**—**	10,000
Disposals — FVPL	**(8,000)**	—
Fair value changes — loss to profit and loss	**(9,372)**	(15,122)
Fair value changes — (loss)/gain to other comprehensive income	**(44,744)**	14,593
Closing balance	**83,603**	145,719

Reconciliation of level 3 fair value measurements:

	Financial assets at FVPL	**Financial assets at FVOCI**
	RMB'000	RMB'000
At 1 January 2021	56,942	61,610
Total fair value gains/(losses)		
— in profit of loss	(15,122)	—
— in other comprehensive income	—	14,593
Additions	2,000	17,696
At 31 December 2021 and 1 January 2022	43,820	93,899
Total fair value gains/(losses)		
— in profit of loss	(9,372)	—
— in other comprehensive income	—	(44,744)
At 31 December 2022	34,448	49,155

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(1) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(2) Impairment of property, plant and equipment

The Group reviews property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, in accordance with the accounting policy stated in Note 2(10). The recoverable amount of a CGU has been determined based on higher of value-in-use and fair value less costs to sell.

The Group measured the value-in-use and fair value less costs to sell by discounting the future estimated cash flow deriving from the property, plant and equipment. These calculations required the Group to estimate the expected future cash flows from the CGUs and also to apply a suitable discount rate in order to calculate the present value of those cash flows.

(3) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 3(1).

(4) Estimation of the fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market, such as equity interest classified as FVOCI, equity interest classified as FVPL and investment in unlisted investment fund units are determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates *(Continued)*

(5) Current tax and deferred tax

The Group is subject to income taxes in the PRC and in Hong Kong. Significant judgement is required in determining the provision for income taxes. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and provisions in the period in which such determination is made.

Deferred income tax assets and liabilities are determined using tax rates that are expected to apply when the related deferred income tax assets are realised or the deferred income tax liabilities are settled. The expected applicable tax rate is determined based on the enacted tax laws and regulations and the actual situation of the Group. The management of the Group will revise the expectation where the intending tax rate is different from the original expectation.

4.2 Critical accounting judgements

(1) Significant influence over Huajia Food Technology (Shanghai) Co., Ltd. ("Huajia Food")

Note 18 describes that Huajia Food is an associate of the Group although the Group has 16.13% ownership interest and voting rights in Huajia Food. The Group has 16.13% ownership in Huajia Food since July 2021. The remaining shareholdings of Huajia Food are owned by several investors. Details of Huajia Food are set out in note 18.

The Group considered that it has the practical ability to exercise significant influence on Huajia Food even though it owns less than 20% of the ownership interest and voting control taking into account 1) the Group's ownership interest is significant relative to other shareholders due to the wide dispersion of shareholding interests; 2) the representation or right to appoint/nominate directors on the board of directors of Huajia Food; and 3) the rights to participate in the policy-making process, including dividends and other distribution.

(2) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

5 REVENUE AND SEGMENT INFORMATION

(1) Description of segments

The Board of Directors of the Company monitors the gross profit of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. For management purposes, the Group is organised into business units based on their products and has four reportable operating segments as follows:

i. Jelly Products
ii. Crackers and Chips
iii. Seasoning Products
iv. Confectionery and Other Products

(2) Segments results

	Year ended 31 December 2022				
	Jelly RMB'000	Crackers and chips RMB'000	Seasoning products RMB'000	Confectionery and other products RMB'000	Group RMB'000
Revenue — recognised at a point in time					
Sales to external customers	564,838	265,060	73,635	54,036	957,569
Cost of goods sold	(407,209)	(198,491)	(54,617)	(49,935)	(710,252)
Results of reportable segments	157,629	66,569	19,018	4,101	247,317

A reconciliation of results of reportable segments to loss for the year is as follows:

Results of reportable segments	247,317
Distribution cost and selling expenses	(139,556)
Administrative expenses	(122,690)
Net impairment reversal on financial assets	47
Other income and other gains — net	16,885
Finance income	10,864
Finance costs	(3,921)
Share of net losses of associates	(1,115)
Profit before income tax	7,831
Income tax expense	(9,599)
Loss for the year	(1,768)

Other segment information is as follows:

	Jelly	Crackers and chips	Seasoning products	Confectionery and other products	Group
Depreciation and amortisation charges					
Allocated	26,175	26,550	5,459	7,576	65,760
Unallocated					741
					66,501
Capital expenditures					
Allocated	202,466	34,868	26,288	10,980	274,602
Unallocated					44
					274,646

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(2) Segments results

	Year ended 31 December 2021				
	Jelly RMB'000	Crackers and chips RMB'000	Seasoning products RMB'000	Confectionery and other products RMB'000	Group RMB'000
Revenue — recognised at a point in time					
Sales to external customers	473,003	225,375	83,485	78,391	860,254
Cost of goods sold	(342,949)	(171,589)	(57,187)	(74,186)	(645,911)
Results of reportable segments	130,054	53,786	26,298	4,205	214,343

A reconciliation of results of reportable segments to loss for the year is as follows:

Results of reportable segments	214,343
Distribution cost and selling expenses	(138,146)
Administrative expenses	(135,665)
Net impairment reversal on financial assets	1,186
Other income and other gains — net	3,291
Finance income	12,911
Finance costs	(5,818)
Share of net losses of associates	(756)
Loss before income tax	(48,654)
Income tax expense	(32,243)
Loss for the year	(80,897)

Other segment information is as follows:

	Jelly	Crackers and chips	Seasoning products	Confectionery and other products	Group
Depreciation and amortisation charges					
Allocated	24,723	10,943	5,070	6,273	47,009
Unallocated					1,066
					48,075
Capital expenditures					
Allocated	54,824	180,418	28,807	15,292	279,341
Unallocated					74,609
					353,950

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(2) Segments results *(Continued)*

Geographical information

Over 90% of the Group's revenue and operating profit were generated from the sales in the PRC and over 90% of the Group's non-current assets were located in the PRC, therefore no geographical information is presented in accordance with HKFRS 8 'Operating Segments'.

Major customers

None of the Group's sales to a single customer accounting to 10% or more of the Group's total revenue for the year, therefore no major customer information is presented in accordance with HKFRS 8 'Operating Segments'.

No analysis of the Group's assets and liabilities by operating segments is disclosed as it is not regularly provided to the Board of Directors of the Company for review.

(3) Liabilities related to contracts with customers

The Group has recognised the following liabilities related to contracts with customers:

	2022 RMB'000	2021 RMB'000
Contract liabilities — advances from customers	**123,703**	133,646

The following table shows how much of the revenue recognised in the current financial year that was related to carried-forward contract liabilities:

	2022 RMB'000	2021 RMB'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year		
Advances from customers	**133,646**	78,751

The Group selected to choose a practical expedient and omitted disclosure of remaining performance obligations as all related contracts have a duration of one year or less.

6 EXPENSES BY NATURE

Expenses included in cost of goods sold, distribution cost and selling expenses and administrative expenses were analysed as follows:

	2022 RMB'000	2021 RMB'000
Raw materials and consumables used	**494,342**	442,324
Changes in inventories of work-in-progress and finished goods	**498**	6,750
Employee benefit expense, including directors' emoluments (note 7)	**214,029**	203,615
Utilities and various office expenses	**80,843**	73,838
Transportation and packaging expenses	**55,533**	55,095
Depreciation of property, plant and equipment (note 13)	**63,651**	45,187
Travelling expenses	**16,966**	18,718
Marketing and advertising expenses	**3,581**	8,826
Research and development expenses	**5,752**	7,407
Provision for/(reversal of) decline in value of inventories (note 21)	**2,570**	(4,909)
Short-term lease expenses (note 15)	**2,465**	4,235
Amortisation of right-of-use assets (note 15)	**2,427**	2,450
Auditor's remuneration	**1,200**	2,000
Amortisation of intangible assets (note 16)	**423**	438
Others	**28,218**	53,748
Total cost of sales, distribution cost and selling expenses and administrative expenses	**972,498**	919,722

7 EMPLOYEE BENEFIT EXPENSE, INCLUDING DIRECTORS' EMOLUMENTS

	2022 RMB'000	2021 RMB'000
Salaries and bonuses, housing allowances, other allowances and benefits in kind	**190,185**	181,792
Equity-settled share-based payment expense (note 26)	**2,145**	1,107
Pension, housing fund allowances, medical insurance and other social benefits	**21,699**	20,716
Total employee benefit expenses	**214,029**	203,615

7 EMPLOYEE BENEFIT EXPENSE, INCLUDING DIRECTORS' EMOLUMENTS *(Continued)*

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group during the year included two (2021: two) directors, details of whose emoluments are reflected in the analysis presented in note 37. The emoluments payable to the remaining three (2021: three) individuals during the year were as follows:

	2022 RMB'000	2021 RMB'000
Basic salaries, housing allowances, other allowances and benefits in kind	**861**	1,212
Discretionary bonuses	**313**	104
Pension, housing fund allowances, medical insurance and other social benefits	**30**	125
Equity-settled share-based payment expense	**35**	14
	1,239	1,455

The emoluments fell within the following band:

	Numbers of the individual	
	2022	2021
Emolument band		
Within HKD1,000,000	**3**	3

8 OTHER INCOME AND OTHER GAINS — NET

	2022 RMB'000	2021 RMB'000
Government grants	**19,604**	18,946
Net fair value losses on financial assets at FVPL	**(9,372)**	(15,122)
Compensation payment from/(to) suppliers	**2,288**	(3,865)
Gains on disposal of investments in an associate	**—**	2,380
Penalty income	**813**	629
Gains on write-off of payables	**1,116**	520
Losses on disposal of property, plant and equipment — net	**(1,316)**	(408)
Operating lease income	**4,331**	—
Others	**(579)**	211
	16,885	3,291

Governments grants received during the year primarily comprised financial subsidies received from various local government authorities in the PRC. There are no unfulfilled conditions or contingencies relating to these governments grants.

9 FINANCE INCOME AND FINANCE COSTS

	2022 **RMB'000**	2021 RMB'000
Finance income:		
Exchange gains	**247**	—
Interest income from bank deposits	**10,617**	12,911
	10,864	12,911
Finance costs:		
Exchange losses	**—**	(2,482)
Interest expense for borrowings	**(2,614)**	(2,648)
Interest expense for lease liabilities	**(292)**	(232)
Other finance charges	**(1,015)**	(456)
	(3,921)	(5,818)
Finance income — net	**6,943**	7,093

10 INCOME TAX EXPENSE

Hong Kong Profits Tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the year (2021: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2022 **RMB'000**	2021 RMB'000
Current income tax — PRC Enterprise Income Tax ("**EIT**")	**4,410**	(6,276)
Deferred income tax, net (note 30)	**5,189**	38,519
Income tax expense	**9,599**	32,243

Under the Law of the PRC on EIT (the "**EIT Law**") and Implementation Regulation of the EIT Law, the statutory income tax rate of the Company and its PRC subsidiaries is 25% for both years.

10 INCOME TAX EXPENSE *(Continued)*

Deferred income tax is calculated on temporary differences under the liability method using the prevailing tax rates applicable to the PRC subsidiaries of the Group.

The profits of PRC subsidiaries of the Group derived since 1 January 2008 are subject to withholding tax at a rate of 5% upon the distribution of such profits to foreign investors in Hong Kong.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB46,857,000 (2021: RMB61,028,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. As at 31 December 2022, deferred income tax liabilities of approximately RMB2,343,000 (2021: RMB3,051,000) have not been recognised for the withholding tax that would be payable on such unremitted earnings of those PRC subsidiaries.

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rates applicable to the profits of the Group's companies as follows:

	2022 RMB'000	2021 RMB'000
Profit/(loss) before income tax	**7,831**	(48,654)
Tax calculated at tax rates applicable to profits of the Group's companies	**189**	(10,052)
Income not subject to tax	**(2,504)**	(1,796)
Reversal of prior year recognised deferred income tax assets	**—**	25,366
Tax effect of tax losses not recognised	**11,758**	19,107
Expenses not deductible	**198**	285
Others	**(42)**	(667)
Income tax expense	**9,599**	32,243

11 LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	2022 **RMB'000**	2021 RMB'000
Loss attributable to equity shareholders of the Company (RMB'000)	**(1,387)**	(80,841)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	**755,096,557**	755,096,557
Basic loss per share	**RMB(0.002)**	RMB(0.107)

(b) Diluted

Diluted loss per share is the same as basic loss per share for the year ended 31 December 2021. The potential shares arising from the conversion of the Company's share options would decrease the loss per share attributable to equity holders of the Company and was not taken into account as they had anti-dilutive effect.

Diluted loss per share is the same as basic loss per share for the year ended 31 December 2022, as the share options had no dilutive effect on ordinary shares for the year because the exercise price of the Company's share options was higher than the average market price of the Company's shares in the year.

12 DIVIDENDS

At a meeting of the Board of Directors held on 17 March 2023, the Board of Directors did not recommend any payment of dividend to shareholders for the year ended 31 December 2022 (2021: Nil).

13 PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Machineries RMB'000	Office equipment, furniture and fixtures RMB'000	Motor vehicles RMB'000	Total RMB'000
At 1 January 2022					
Cost	633,358	288,675	31,266	2,160	955,459
Accumulated depreciation	(131,831)	(90,910)	(16,641)	(944)	(240,326)
Accumulated impairment	—	(5,274)	—	—	(5,274)
Net book amount	501,527	192,491	14,625	1,216	709,859
Year ended 31 December 2022					
Opening net book amount	501,527	192,491	14,625	1,216	709,859
Additions	17,341	36,315	5,526	—	59,182
Transfer from construction-in-progress (note 14)	85,383	37,733	1,139	—	124,255
Depreciation for the year (note 6)	(34,663)	(24,803)	(3,891)	(294)	(63,651)
Disposals	(1,685)	(313)	(141)	(430)	(2,569)
Closing net book amount	567,903	241,423	17,258	492	827,076
At 31 December 2022					
Cost	733,019	360,689	37,405	1,322	1,132,435
Accumulated depreciation	(165,116)	(113,992)	(20,147)	(830)	(300,085)
Accumulated impairment	—	(5,274)	—	—	(5,274)
Net book amount	567,903	241,423	17,258	492	827,076

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

	Buildings RMB'000	Machineries RMB'000	Office equipment, furniture and fixtures RMB'000	Motor vehicles RMB'000	Total RMB'000
At 1 January 2021					
Cost	401,491	183,025	22,254	2,473	609,243
Accumulated depreciation	(112,163)	(73,962)	(15,177)	(254)	(201,556)
Accumulated impairment	—	(5,274)	—	—	(5,274)
Net book amount	289,328	103,789	7,077	2,219	402,413
Year ended 31 December 2021					
Opening net book amount	289,328	103,789	7,077	2,219	402,413
Additions	21,591	30,264	9,583	11	61,449
Transfer from construction-in-progress (note 14)	211,092	81,360	352	—	292,804
Depreciation for the year (note 6)	(20,403)	(21,645)	(2,266)	(873)	(45,187)
Disposals	(81)	(1,277)	(121)	(141)	(1,620)
Closing net book amount	501,527	192,491	14,625	1,216	709,859
At 31 December 2021					
Cost	633,358	288,675	31,266	2,160	955,459
Accumulated depreciation	(131,831)	(90,910)	(16,641)	(944)	(240,326)
Accumulated impairment	—	(5,274)	—	—	(5,274)
Net book amount	501,527	192,491	14,625	1,216	709,859

Depreciation expenses have been charged to the consolidated income statement as follows:

	2022 RMB'000	2021 RMB'000
Manufacturing overheads included in cost of goods sold	**42,255**	35,049
Distribution and selling expenses	**302**	359
Administrative expenses	**21,094**	9,779
	63,651	45,187

As at 31 December 2022, certain land use rights (note 15) and buildings of the Group, with a total net book value of RMB553,572,000 (2021: RMB80,371,000), were pledged as security for borrowings amounted to RMB177,300,000 (2021: RMB79,800,000) of the Group as disclosed in note 29.

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

On 29 November 2019, the Group's subsidiary in Xiantao City, Hubei province, the PRC entered into an agreement with Xiantao Land Reserve Center of the People's Government of Xiantao City to sell the subsidiary's land use rights and the property and production plants attached thereon to the government for a total compensation consideration of RMB82,300,000, of which RMB17,514,000 is attributable to the land use rights and the remaining RMB64,786,000 is attributable to property and production plants. The property and plants subject to the disposal with carrying amounts totalled RMB29,928,000 as at the date of signing of the agreement on 29 November 2019 had ceased depreciation since 29 November 2019 given that its anticipated recoverable amount from the compensation consideration is larger than the carrying amounts.

14 CONSTRUCTION-IN-PROGRESS

	2022 **RMB'000**	2021 RMB'000
At 1 January	**230,530**	231,452
Additions	**215,459**	291,882
Transfer to property, plant and equipment (note 13)	**(124,255)**	(292,804)
At 31 December	**321,734**	230,530

15 LEASES (INCLUDING LAND USE RIGHTS)

Right-of-use assets and lease liabilities as at year end:

	2022 **RMB'000**	2021 RMB'000
Right-of-use assets		
Buildings	**4,875**	5,484
Land use rights	**74,765**	76,583
	79,640	82,067
Lease liabilities		
Buildings		
— Non-current	**6,765**	6,473

	2022 **RMB'000**	2021 RMB'000
Lease liabilities payable:		
Within a period of more than two years but not exceeding five years	**1,779**	652
Within a period of more than five years	**4,986**	5,821
	6,765	6,473

15 LEASES (INCLUDING LAND USE RIGHTS) *(Continued)*

Movements of right-of-use assets during the year are analysed as follows:

	Buildings RMB'000	Land use rights RMB'000	Total RMB'000
At 1 January 2021	7,587	78,351	85,938
Additions	—	73	73
Modification of lease term	(1,494)	—	(1,494)
Amortisation charges (note 6)	(609)	(1,841)	(2,450)
At 31 December 2021 and 1 January 2022	5,484	76,583	82,067
Amortisation charges (note 6)	(609)	(1,818)	(2,427)
At 31 December 2022	4,875	74,765	79,640

Note: As at 31 December 2022, certain land use rights of the Group that are situated within the Jinjiang Industrial Zone, Fujian Province, the PRC, with carrying amount of approximately RMB6,118,000 (2021: RMB6,266,000) were still in the process of applying for the ownership certificates.

The total cash outflow for leases in 2022, not considering the receipt of government grant, was RMB2,465,000 (2021: RMB4,235,000).

The Group leases various offices and warehouses, and a production property. Rental contracts are typically made for fixed periods from 1 year to 10 years but may have extension options as described below.

Extension options are included in a number of office leases across the Group. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options are only included in the lease term if the lease is reasonably certain to be extended.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

16 INTANGIBLE ASSETS

	2022 RMB'000	2021 RMB'000
Computer softwares		
At 1 January		
Cost	**3,610**	3,064
Accumulated amortisation	**(1,000)**	(562)
Net book amount	**2,610**	2,502
Year ended 31 December		
Opening net book amount	**2,610**	2,502
Additions	**5**	546
Amortisation for the year (note 6)	**(423)**	(438)
Closing net book amount	**2,192**	2,610
At 31 December		
Cost	**3,615**	3,610
Accumulated amortisation	**(1,423)**	(1,000)
Net book amount	**2,192**	2,610

Amortisation of intangible assets have been charged to administrative expenses in the consolidated income statement.

17 PREPAYMENTS FOR NON-CURRENT ASSETS

The balance represented prepayments for purchase of property, plant and equipment and land use rights.

18 INVESTMENTS IN ASSOCIATES

	2022 RMB'000	2021 RMB'000
At 1 January	**37,032**	2,539
Additions during the year	**—**	36,520
Share of results	**(1,115)**	(756)
Disposal during the year	**—**	(1,271)
At 31 December	**35,917**	37,032

In July 2021, the Group invested RMB25,000,000 in Huajia Food Technology (Shanghai) Co., Ltd. (華稼食品科技(上海)股份有限公司) ("**Huajia Food**") for a 16.13% equity interest with one board seat. Huajia Food was established on 21 April 2011 and is in the business of the manufacture and sale of wheat extract and oatmeal.

The Group considered that it has the practical ability to exercise significant influence on Huajia Food even though it owns less than 20% of the ownership interest and voting control taking into account 1) the Group's ownership interest is significant relative to other shareholders due to the wide dispersion of shareholding interests; 2) the representation or right to appoint/nominate directors on the board of directors of Huajia Food; and 3) the rights to participate in the policy-making process, including dividends and other distribution.

In September 2021, the Group invested RMB11,520,000 in Hangzhou Zhuanxiang Culture Communication Co., Ltd. (杭州磚巷文化傳播有限公司) ("**Hangzhou Zhuanxiang**") for a 30.00% equity interest in Hangzhou Zhuanxiang with one board seat. Hangzhou Zhuanxiang was established on 28 March 2016 and is in the business of the manufacture and sale of customised beer products.

During the year ended 31 December 2021, the Group disposed of 49.93% equity interest in Jinjiang Buzui Investment Partnership (Limited Partnership)(晋江不醉股權投資合夥企業(有限合夥)) ("**Jinjiang Buzui**"), a limited investment partnership established on 22 May 2019. Subsequent to the disposal, the Group held remaining 49.93% of the equity interest in Jinjiang Buzui, as a limited partner, as at 31 December 2021. The Group had been executing its rights as a limited partner and did not hold the management responsibilities of Jinjiang Buzui since initial investment. The Group was regarded to be able to exert significant influence on Jinjiang Buzui by virtue of the fact that the Group held a significant equity holding in Jinjiang Buzui, and accordingly the investment Jinjiang Buzui had been accounting for as an associate of the Group. Jinjiang Buzui principally held 60.83% (2020: 60.83%) of the equity interest in Shanghai Buzui Wine Industry Co, Ltd., which is in the business of distribution and sale of sparkling and fruit wine. Jinjiang Buzui was deregistered during the year ended 31 December 2022.

18 INVESTMENTS IN ASSOCIATES

Set out below are the associates of the Group as at 31 December 2022, all of which have been accounted for using equity method. In the opinion of the directors, the Group's associates as at 31 December 2022 and 2021 are all individually immaterial to the Group.

Name of entity	Place of business and date of establishment	% of ownership interest		Nature of relationship	Principal activities	Carrying amount	
		2022	2021			**2022**	2021
		%	%			**RMB'000**	RMB'000
Huajia Food	The PRC, 21 April 2011	**16.13**	16.13	Associate	Manufacture and sale of wheat extract and oatmeal	**24,854**	25,006
Hangzhou Zhuanxiang	The PRC, 28 March 2016	**30.00**	30.00	Associate	Manufacture and sale of customised beer products	**11,063**	12,026
Jinjiang Buzui	The PRC, 22 May 2019	**—**	49.93	Associate	Distribution and sale of wine products	**—**	—
Total						**35,917**	37,032

	2022	2021
	RMB'000	RMB'000
Aggregate amounts of the Group's share of:		
Loss from continuing operations	**(1,115)**	(756)
Post-tax profit or loss from discontinous operations	**—**	—
Other comprehensive income	**—**	—
	(1,115)	(756)

The associates are private companies and there are no quoted market price available for their shares.

There are no material contingent liabilities relating to the Group's interest in the associates.

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2022 RMB'000	2021 RMB'000
Unlisted equity investments		
At 1 January	**93,899**	61,610
Additions	**—**	17,696
Fair value changes	**(44,744)**	14,593
At 31 December	**49,155**	93,899

As at 31 December 2022, the Group held equity investments in a number of consumer products companies with anticipated fast-growing potential and synergy with the Group's business. The fair values of these investments, categorised in level 3 of the fair value hierarchy (note 3(3)), were determined mainly based on direct comparison approach by making reference to quoted market enterprise value to sales ratios and recent transaction prices of similar deals.

On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

As at 31 December 2022 and 2021, the Group intended to invest in these unlisted equity investments for long-term purposes and did not expect any immediate disposal of these unlisted equity investments in the short term. Accordingly, these unlisted equity investments are classified as non-current assets and measured at fair value.

20 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	Note	2022 RMB'000	2021 RMB'000
Financial assets			
Financial assets at amortised cost			
— Trade receivables	22	**3,088**	5,153
— Other receivables, prepayments and deposits, excluding non-financial assets	22	**372**	357
— Cash and bank balances	24	**502,132**	439,671
FVPL	23	**34,448**	51,820
FVOCI	19	**49,155**	93,899
		589,195	590,900
Financial liabilities			
Financial liabilities at amortised costs			
— Trade payables	28	**154,020**	100,321
— Other payables, excluding non-financial liabilities	28	**198,570**	197,661
Borrowings	29	**228,017**	97,364
Lease liabilities	15	**6,765**	6,473
		587,372	401,819

21 INVENTORIES

	2022 RMB'000	2021 RMB'000
Finished goods	**39,668**	33,553
Work-in-progress	**41,692**	48,305
Raw materials	**67,200**	73,856
Spare parts and consumables	**1,562**	1,981
	150,122	157,695

The cost of inventories recognised as expenses and included in cost of goods sold amounted to RMB494,840,000 (2021: RMB449,074,000).

The Group recorded a provision for decline in value of inventories amounting to RMB2,570,000 (2021: reversal of provision for decline in value of RMB4,909,000). These amounts have been included in cost of goods sold in the consolidated income statement.

22 TRADE RECEIVABLES, OTHER RECEIVABLES, PREPAYMENT AND DEPOSITS

	2022 RMB'000	2021 RMB'000
Trade receivables-contracts with customers	**3,088**	5,200
Less: provision for impairment (note 3(1)(ii)(b))	**—**	(47)
	3,088	5,153
Other receivables, prepayments and deposits		
Value added tax recoverable (i)	**5,127**	38,504
Advance payments to suppliers	**21,251**	23,060
Prepayments for utility and other expenses	**1,560**	1,052
Others	**372**	357
	28,310	62,973
Total	**31,398**	68,126

(i) The Group's distribution and sale of self-manufactured products are subject to value added tax ("**VAT**"). The applicable tax rate for domestic sales is 13% after 1 April 2019. Input VAT from purchases of raw materials, certain property, plant and equipment and utilities can be deducted from output VAT. VAT recoverable is the net difference between deductible input and output VAT.

As at 1 January 2021, trade receivables from contracts with customers amounted to RMB11,040,000.

22 TRADE RECEIVABLES, OTHER RECEIVABLES, PREPAYMENT AND DEPOSITS *(Continued)*

The credit period ranges from 30 to 90 days (2021: 30 to 90 days). The ageing analysis of trade receivables based on invoice date, before provision for impairment, as at 31 December 2022 was as follows:

	2022 RMB'000	2021 RMB'000
Within 30 days	**1,212**	5,153
31-180 days	**1,876**	—
Over 365 days	**—**	47
	3,088	5,200

There is no significant concentration of credit risk with respect to trade receivables as the Group has a large number of customers.

As the credit terms are short and most of the trade receivables, other receivables, prepayments and deposits are due for settlement within one year, the carrying amount of the trade receivables, other receivables, prepayments and deposits approximate their fair value at the balance sheet date.

The maximum exposure to credit risk at the end of reporting period is the carrying amounts of each class of receivables mentioned above. The Group does not hold any collateral as security.

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	2022 RMB'000	2021 RMB'000
RMB	**3,082**	4,850
Other currencies	**6**	303
	3,088	5,153

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 RMB'000	2021 RMB'000
Unlisted investment fund units (note a)	**32,448**	49,820
Unlisted equity investment (note b)	**2,000**	2,000
	34,448	51,820

Notes:

(a) The fair value of the investment was determined mainly based on statement of net value of the fund. In 2022, the fair value measurement is categorised within level 3 of the fair value hierarchy. The losses arising from changes in fair value in 2022 amounted to RMB9,372,000 (2021: RMB15,122,000).

(b) The fair value of the unlisted equity investment was determined mainly based on direct comparison approach by making reference to quoted market enterprise value to sales ratios and recent transaction prices of similar deals. The fair value measurement is categorised within level 3 of the fair value hierarchy.

24 CASH AND BANK BALANCES

	2022 RMB'000	2021 RMB'000
Cash and cash equivalents	**442,641**	391,190
Restricted bank deposits — current	**15,512**	22,118
Term deposits — current	**43,979**	26,363
Total	**502,132**	439,671

The cash and cash equivalents represented cash deposits held at call with banks and in hand and deposits with original maturity within three months.

The restricted bank deposits are deposits held at bank for bank facilities and secured borrowings of the Group.

The term deposits — current have original maturities over three months at inception.

The carrying amounts of the cash and bank balances were denominated in the following currencies:

	2022 RMB'000	2021 RMB'000
RMB	**491,354**	431,430
HKD	**4,726**	2,326
USD	**5,528**	5,361
JPY	**524**	554
Total	**502,132**	439,671

The Group's bank deposits and cash denominated in RMB included deposit with banks in the PRC. The conversion of these RMB denominated balances into foreign currencies and the remittance of funds out of the PRC are subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

25 SHARE CAPITAL

	Number of shares	Share capital HK$'000
Authorised:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	**1,000,000,000**	**10,000**

	Number of shares	Share capital RMB'000
Issued and fully paid:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	**755,096,557**	**6,433**

26 SHARE OPTION SCHEME

The Company adopted a share option scheme on 16 May 2017 (the "**Scheme**").

On 6 June 2017, 9,630,000 share options ("**Options**") to subscribe for a total of 9,630,000 ordinary shares of the Company were granted to a director and certain employees of the Group pursuant to the Scheme. Out of the 9,630,000 Options, 9,480,000 Options were accepted by the grantees.

On 16 August 2018, 11,000,000 Options to subscribe for a total of 11,000,000 ordinary shares of the Company were granted to two directors and certain employees of the Group pursuant to the Scheme. All Options were accepted by the grantees.

On 23 August 2021, 12,950,000 Options to subscribe for a total of 12,950,000 ordinary shares of the Company were granted to two directors and certain employees of the Group pursuant to the Scheme. Out of the 12,950,000 Options, 12,720,000 Options were accepted by the grantees.

26 SHARE OPTION SCHEME *(Continued)*

Movements in the number of options outstanding and their exercise prices are as follows:

	Options granted on 6 June 2017 (exercise price HK$2.56 per share)	Options granted on 16 August 2018 (exercise price HK$2.31 per share)	Options granted on 23 August 2021 (exercise price HK$2.19 per share)	**Total number of Options**
At 1 January 2021	4,900,000	6,760,000	—	**11,660,000**
Granted during the year	—	—	12,950,000	**12,950,000**
Cancelled/lapsed during the year	(690,000)	(1,020,000)	(800,000)	**(2,510,000)**
At 1 January 2022	4,210,000	5,740,000	12,150,000	**22,100,000**
Cancelled/lapsed during the year	(4,210,000)	(550,000)	(2,410,000)	**(7,170,000)**
At 31 December 2022	—	5,190,000	9,740,000	**14,930,000**

Options outstanding at the end of the year have the following expiry dates and exercise prices:

Grant Date	**Exercisable Date**	**Expiry date**	**Exercise price**	**Number of options**	
				2022	2021
6 June 2017	7 June 2019	6 June 2022	HK$2.56	**—**	2,105,000
6 June 2017	7 June 2020	6 June 2022	HK$2.56	**—**	2,105,000
16 August 2018	17 August 2020	16 August 2023	HK$2.31	**2,595,000**	2,870,000
16 August 2018	17 August 2021	16 August 2023	HK$2.31	**2,595,000**	2,870,000
23 August 2021	24 August 2022	23 August 2023	HK$2.19	**2,922,000**	3,645,000
23 August 2021	24 August 2023	23 August 2024	HK$2.19	**2,922,000**	3,645,000
23 August 2021	24 August 2024	23 August 2025	HK$2.19	**3,896,000**	4,860,000
Total				**14,930,000**	22,100,000

The total amount of the fair value of share options granted to Directors and selected employees is expensed over the vesting period. The equity-settled share-based payment expense for the year ended 31 December 2022 amounted to RMB2,145,000 (2021: RMB1,107,000), and the remaining unamortised fair value of share options granted of approximately RMB1,591,000 (2021: RMB3,817,000) will be charged to the consolidated income statement in the future.

During the year ended 31 December 2021, options were granted on 23 August 2021. The estimated fair value of the options granted on that date is RMB6,210,000.

26 SHARE OPTION SCHEME *(Continued)*

The following assumptions were used to calculate the fair values of the Options by using Binomial Model:

	Options Granted on				
	6 June 2017	16 August 2018	23 August 2021		
Grant date share price	HK$2.56	HK$2.29		HK$2.19	
Exercise price	HK$2.56	HK$2.31		HK$2.19	
Expected life	5 years	5 years	2 years	3 years	4 years
Expected volatility (note a)	33%	34%	41%	39%	37%
Risk-free rate (note b)	0.94%	2.06%	0.18%	0.29%	0.45%
Dividend yield (note c)	1.49%	1.91%	0%	0%	0%

Notes:

(a) Expected volatility is estimated with reference to the historical share price of the Company and a set of comparable companies.

(b) Risk-free rate is determined with reference to the yield of Hong Kong Exchange Fund Notes.

(c) Dividend yield is estimated by reference to the historical share price and dividend paid of the Company and a set of comparable companies.

The number of share options granted expected to vest has been reduced to reflect historical experience of forfeiture of options granted prior to completion of vesting period and accordingly the share option expense has been adjusted. At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in the profit and loss over the remaining vesting period, with a corresponding adjustment to the share option reserve.

27 OTHER RESERVES

	Share premium RMB'000	Other reserve RMB'000	Statutory reserves RMB'000	FVOCI Reserve RMB'000	Exchange reserve RMB'000	Share option reserve RMB'000	Total RMB'000
At 1 January 2022	**614,980**	**(115,044)**	**211,500**	**32,731**	**3,333**	**7,319**	**754,819**
Appropriation to statutory reserves	**—**	**—**	**2,337**	**—**	**—**	**—**	**2,337**
Exchange differences	**—**	**—**	**—**	**(44)**	**38**	**—**	**(6)**
Fair value change of FVOCI	**—**	**—**	**—**	**(33,580)**	**—**	**—**	**(33,580)**
Equity-settled share option arrangement (note 26)	**—**	**—**	**—**	**—**	**—**	**2,145**	**2,145**
At 31 December 2022	**614,980**	**(115,044)**	**213,837**	**(893)**	**3,371**	**9,464**	**725,715**
At 1 January 2021	614,980	(115,044)	205,328	21,731	3,594	6,212	736,801
Appropriation to statutory reserves	—	—	6,172	—	—	—	6,172
Exchange differences	—	—	—	—	(261)	—	(261)
Fair value change of FVOCI	—	—	—	11,000	—	—	11,000
Equity-settled share option arrangement (note 26)	—	—	—	—	—	1,107	1,107
At 31 December 2021	614,980	(115,044)	211,500	32,731	3,333	7,319	754,819

Statutory reserves comprise statutory surplus reserve of the subsidiary companies in the PRC. The Company's subsidiaries incorporated in the PRC are required to make appropriations to statutory reserves from their profit for the year after offsetting accumulated losses carried forward from prior years as determined under the accounting regulations and before distribution to shareholders. The percentages to be appropriated to such statutory reserve are determined according to the relevant regulations at rate of 10% or at the discretion of the Board of Directors of the subsidiaries, and further appropriation is optional when the accumulated fund is 50% or more of the registered capital of the subsidiaries.

The Group has elected to recognise changes in the fair value of certain investments in equity securities in OCI, as explained in note 2(11). These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

28 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED CHARGES

	2022 RMB'000	2021 RMB'000
Trade payables	**154,020**	100,321
Other payables and accrued charges		
Payables for purchase of property, plant and equipment	**198,570**	196,661
Accrued expenses and others payables	**54,552**	54,005
Staff salaries payables	**44,712**	39,773
Taxes payables	**2,950**	1,779
Payable for purchase of associate	**—**	1,000
	300,784	293,218
Total	**454,804**	393,539

At 31 December 2022, the ageing analysis of trade payables based on invoice date was as follows:

	2022 RMB'000	2021 RMB'000
Within 30 days	**133,889**	89,185
31 — 180 days	**10,107**	8,957
181 — 365 days	**3,484**	1,690
Over 365 days	**6,540**	489
	154,020	100,321

The carrying amounts of trade payables and other payables approximate their fair value as at the balance sheet date due to short-term maturity.

The carrying amounts of trade payables were denominated in RMB.

29 BORROWINGS

	2022 RMB'000	2021 RMB'000
Current		
Bank loans—unsecured	**11,000**	8,000
Bank loans—secured	**35,200**	79,800
Bank overdraft—secured	**–**	9,564
	46,200	97,364
Non-Current		
Bank loans—unsecured	**39,717**	–
Bank loans—secured	**142,100**	–
	181,817	–
Total borrowings	**228,017**	97,364

29 BORROWINGS *(Continued)*

The maturity analysis of borrowings is as follows:

	2022 RMB'000	2021 RMB'000
The carrying amounts of the above borrowings are repayable:		
— Within one year	**46,200**	97,364
— Within a period of more than one year but not exceeding two years	**59,850**	—
— Within a period of more than two years but not exceeding five years	**100,258**	—
— Within a period of more than five years	**21,709**	—
	228,017	97,364
Less: Amounts due within one year shown under current liabilities	**(46,200)**	(97,364)
Amounts shown under non-current liabilities	**181,817**	—

The secured borrowings of the Group as at 31 December 2022 were secured by the Group's land use rights (note 15), buildings (note 13) and restricted bank deposits (note 24).

For the year ended 31 December 2022, the weighted average effective interest rates on borrowings were 2.94% (2021: 2.99%).

The carrying amounts of borrowings are denominated in the following currencies:

	2022 RMB'000	2021 RMB'000
USD	**—**	9,564
RMB	**228,017**	87,800
	228,017	97,364

The fair values of borrowings approximate their carrying amounts as of the balance sheet date, determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

The exposure of borrowings is as follows:

	2022 RMB'000	2021 RMB'000
Fixed-rate borrowings	**41,800**	97,364
Variable-rate borrowings	**186,217**	—
	228,017	97,364

The Group's variable-rate borrowings carry interest ranging from Loan Prime Rate ("**LPR**")minus 15 basis points to LPR minus 100 basis points. Interest will be reset for periods not exceeding one year.

30 DEFERRED INCOME TAX

The analysis of deferred income tax assets and liabilities is as follows:

	2022 RMB'000	2021 RMB'000
Deferred income tax assets		
— Deferred income tax asset to be recovered after more than 12 months	**1,715**	7,239
— Deferred income tax asset to be recovered within 12 months	**7,549**	6,162
	9,264	13,401
Deferred income tax liabilities		
— Deferred income tax liability to be settled after more than 12 months	**(6,593)**	(16,705)
Net amount	**2,671**	(3,304)

The net movements on the deferred income tax account are as follows:

	2022 RMB'000	2021 RMB'000
At beginning of the year	**(3,304)**	38,808
Credited/(charged) to other comprehensive income	**11,164**	(3,593)
Charged to consolidated income statement (note 10)	**(5,189)**	(38,519)
At end of the year	**2,671**	(3,304)

The movements in the deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred income tax assets:

	Accrued expense and provisions		Temporary differences attributable to right-of-use assets		Unrealised profit in inventories arising from intra-group transactions		Tax losses		Tax effect on fair value losses on financial assets at FVOCI		Total	
	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000
At beginning of the year	**4,958**	8,065	**–**	11,665	**1,204**	1,248	**7,239**	30,128	**–**	–	**13,401**	51,106
Credited to other comprehensive income	**–**	–	**–**	–	**–**	–	**–**	–	**372**	–	**372**	–
Credited/(charged) to consolidated income statement	**1,478**	(3,107)	**–**	(11,665)	**(91)**	(44)	**(5,896)**	(22,889)	**–**	–	**(4,509)**	(37,705)
At end of the year	**6,436**	4,958	**–**	–	**1,113**	1,204	**1,343**	7,239	**372**	–	**9,264**	13,401

30 DEFERRED INCOME TAX *(Continued)*

Deferred income tax liabilities:

	Temporary differences attributable to property, plant and equipment and right-of-use assets		Tax effects of fair value gains on financial assets at FVOCI		Total	
	2022	2021	**2022**	2021	**2022**	2021
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000
At beginning of the year	**5,913**	5,099	**10,792**	7,199	**16,705**	12,298
(Credited)/charged to other comprehensive income	**—**	—	**(10,792)**	3,593	**(10,792)**	3,593
Charged to consolidated income statement	**680**	814	**—**	—	**680**	814
At end of the year	**6,593**	5,913	**—**	10,792	**6,593**	16,705

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2022, except for the tax losses amounting to RMB160,192,000 (2021: RMB139,389,000), which the Group did not recognise for deferred income tax assets, the Group recognised all others deferred income tax assets in respect of losses that can be carried forward against future taxable income. The unutilised tax losses as at year end date would expire in one to five years for offsetting against future taxable profits.

31 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Cash generated from operations

	2022 RMB'000	2021 RMB'000
Profit/(loss) before income tax	**7,831**	(48,654)
Depreciation of property, plant and equipment (note 13)	**63,651**	45,187
Net fair value losses on financial assets at FVPL (note 8)	**9,372**	15,122
Amortisation of right-of-use assets (note 15)	**2,427**	2,450
Equity-settled share-based payment expense (note 26)	**2,145**	1,107
Share of net losses of associates (note 18)	**1,115**	756
Amortisation of intangible assets (note 16)	**423**	438
Losses on disposal of property, plant and equipment (note 8)	**1,316**	408
Finance income, net	**(7,958)**	(7,549)
Provision of/(reversal of) decline in value of inventories (note 21)	**2,570**	(4,909)
Gains on disposal of investments in an associate (note 8)	**—**	(2,380)
Net impairment reversal on financial assets	**(47)**	(1,186)
Gains on modification of lease period of land use rights	**—**	(27)
Operating profit before working capital changes	**82,845**	763
Decrease/(increase) in inventories	**5,003**	(2,230)
Decrease/(increase) in trade receivables, other receivables, prepayments and deposits	**36,815**	(29,769)
Increase in trade payables, other payables and accrued charges, and contract liabilities	**120,437**	78,916
Cash generated from operations	**245,100**	47,680

(b) Proceeds from disposal of property, plant and equipment

	2022 RMB'000	2021 RMB'000
Net book value (note 13)	**2,569**	1,620
Losses on disposal of property, plant and equipment (note 8)	**(1,316)**	(408)
Proceeds from disposal of property, plant and equipment	**1,253**	1,212

31 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT *(Continued)*

(c) Debt reconciliation

	Borrowings	Lease liabilities	Total
As at 1 January 2022	**97,364**	**6,473**	**103,837**
Cash flows			
— Inflow from financing activities	**228,017**	**—**	**228,017**
— Outflow from financing activities	**(97,364)**	**—**	**(97,364)**
Non-cash changes			
— Interest expense	**—**	**292**	**292**
As at 31 December 2022	**228,017**	**6,765**	**234,782**
As at 1 January 2021	70,199	7,762	77,961
Cash flows			
— Inflow from financing activities	110,486	—	110,486
— Outflow from financing activities	(83,321)	—	(83,321)
Non-cash changes			
— Interest expense	—	232	232
— Modification of leases	—	(1,521)	(1, 521)
As at 31 December 2021	97,364	6,473	103,837

32 CONTINGENT LIABILITIES

At 31 December 2022, the Group had no material contingent liabilities (2021: Nil).

33 COMMITMENTS

As at 31 December 2022 and 2021, the Group had the following commitments:

(a) Capital commitments

Significant capital expenditure contracted for at the balance sheet date but not recognised as liabilities is as follows:

	2022 RMB'000	2021 RMB'000
Contracted but not provided for in respect of:		
Machinery and equipment	**47,552**	59,421
Buildings and land use rights	**193,355**	156,519
	240,907	215,940

33 COMMITMENTS *(Continued)*

(b) Other commitments

As at 31 December 2022 and 2021, the Group had future aggregate minimum payments under non-cancellable short-term leases of buildings and other non-cancellable contracts as follows:

	2022 **RMB'000**	2021 RMB'000
Not later than 1 year	**2,070**	2,033
Later than 1 year and not later than 5 years	**1,641**	1,641
	3,711	3,674

(c) The Group as lessor

The Group leases out a member of warehouses under operating leases. The leases typically run for an initial period of 2 to 3 years (2021: 2 to 3 years). None of the leases includes variable lease payments.

Undiscounted lease payments receivable on leases are as follows:

	2022 **RMB'000**	2021 RMB'000
Within one year	**3,866**	1,155
Within a period of more than one year but not exceeding two years	**2,947**	943
Within a period of more than two years but not exceeding five years	**376**	864
	7,189	2,962

34 RELATED PARTY TRANSACTIONS

The ultimate controlling party of the Group is Mr. Hui Ching Lau ("**Mr. Hui**"), who is also the Chairman of the Board. Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group and its related parties during the years ended 31 December 2022 and 2021.

(a) Transactions with related parties

(i) *Lease of offices*

	2022 **RMB'000**	2021 RMB'000
— Lianjie Sports Investments Limited ("**Lianjie Sports**")	**411**	399
— Lianjie Investments Group Limited ("**Lianjie Investments**")	**1,143**	2,084
	1,554	2,483

Lianjie Sports is a company wholly owned by Mr. Hui.

Lianjie Investments is a company controlled by Mr. Hui and his associates.

(ii) *Purchases of goods from:*

	2022 **RMB'000**	2021 RMB'000
— Fujian Shuncheng Flour Industry Development Co., Ltd. ("**Shuncheng Flour**")	**—**	229

Shuncheng Flour is a company controlled by two directors of the Company and their associates.

(b) Key management compensation

	2022 **RMB'000**	2021 RMB'000
Key management compensation — Basic salaries, housing allowances, other allowances and benefits-in-kind	**4,249**	4,253

Further details of directors' and the chief executive's emoluments are included in note 37.

35 PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries of the Company as at 31 December 2022:

Company	Place of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Effective interest held %	
				2022	2021
Direct subsidiaries:					
QinQin Foodstuffs Group Company Limited	British Virgin Island, limited liability company	Investment holding in Hong Kong	135,946,900 Ordinary shares of HKD0.001 each	**100%**	100%
Xiaogan QinQin (Hong Kong) Company Limited (孝感親親(香港)有限公司)	Hong Kong, limited liability company	Investment holding in Hong Kong	HKD1,000	**100%**	100%
Indirect subsidiaries:					
QinQin Foodstuffs Group (Hong Kong) Company Limited (親親食品集團(香港)股份有限公司)	Hong Kong, limited liability company	Investment holding, distribution and sale of snack foods in Hong Kong	HKD1	**100%**	100%
QinQin F&B (China) Investments Co., Ltd (親親(中國)投資有限公司)	The PRC, wholly foreign-owned enterprise	Investment holding in the PRC	USD100,000,000	**100%**	100%
Fushun Nanfang Food Industry Co., Ltd. (撫順南方食品工業有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB10,000,000	**100%**	100%
Fushun QinQin Food Industry Development Co., Ltd. (撫順親親食品工業發展有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB22,000,000	**100%**	100%
Luohe Linying QinQin Food Industry Co., Ltd. (漯河臨潁親親食品工業有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB150,000,000	**100%**	100%

35 PRINCIPAL SUBSIDIARIES *(Continued)*

Company	Place of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Effective interest held %	
				2022	2021
Indirect subsidiaries: *(Continued)*					
Fujian QinQin Holdings Co., Ltd. (福建親親股份有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB93,680,000	**100%**	100%
Quanzhou QinQin Foodstuff Co., Ltd. (泉州親親食品有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of snack foods in the PRC	RMB130,000,000	**100%**	100%
Taian QinQin Food Co., Ltd. (泰安親親食品有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB5,000,000	**100%**	100%
Xiantao QinQin Food Industry Co., Ltd. (仙桃親親食品工業有限公司)	The PRC, sino-foreign equity joint venture	Manufacturing, distribution and sale of snack foods in the PRC	RMB10,000,000	**100%**	100%
Xiantao QinQin Flavour Commerce Co., Ltd. (仙桃市親親調料商貿有限公司)	The PRC, wholly foreign-owned enterprise	Trading in the PRC	RMB10,000,000	**100%**	100%
QinQin Business Trade Co., Ltd. (泉州親親商貿有限公司)	The PRC, wholly foreign-owned enterprise	Trading in the PRC	RMB5,000,000	**100%**	100%
QinQin (Quanzhou) E-commerce Co.,Ltd. (泉州市親親電子商務有限公司)	The PRC, wholly foreign-owned enterprise	Trading and online trading in the PRC	RMB55,000,000	**100%**	100%
Xiaogan QinQin F&B Co., Ltd. (孝感親親食品有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of food and beverage products in the PRC	USD6,000,000	**100%**	100%

35 PRINCIPAL SUBSIDIARIES *(Continued)*

Company	Place of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Effective interest held %	
				2022	2021
Indirect subsidiaries: *(Continued)*					
Xiaogan QinQin Biotechnology Co., Ltd. (孝感親親生物科技有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of food and beverage products in the PRC	USD24,000,000	**100%**	100%
Xiantao QinQin Food Technology Co., Ltd. (仙桃市親親食品科技有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of snack foods in the PRC	USD20,000,000	**100%**	100%
Jining QinQin Food Technology Co., Ltd. (濟寧市親親食品科技有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of snack foods in the PRC	USD34,000,000	**100%**	100%
Shin Shin Investments Company Limited (親親投資株式会社)	Japan, limited liability company	Investment holding, distribution and sale of snack foods in Japan	JPY10,000,000	**100%**	100%
Sichuan QinQin Food Technology Co., Ltd. (四川省親親食品科技有限公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of snack foods in the PRC	USD15,000,000	**100%**	100%
Shanghai Sanliang Catering Management Co., Ltd. (上海叁兩餐飲管理有限責任公司)	The PRC, wholly foreign-owned enterprise	Sale of baking products	RMB5,000,000	**80%**	80%
Ningxia QinQin Food Technology Co., Ltd. (寧夏親親食品科技有限責任公司)	The PRC, wholly foreign-owned enterprise	Manufacturing, distribution and sale of snack foods in the PRC	USD6,000,000	**100%**	100%

36 BALANCE SHEET AND RESERVES MOVEMENTS OF THE COMPANY

(a) Balance sheet of the Company

	Note	As at 31 December 2022 RMB'000	As at 31 December 2021 RMB'000
Assets			
Non-current assets			
Investments in subsidiaries		**125,252**	123,106
Current assets			
Other receivables, prepayments and deposits		**437,399**	381,352
Financial assets at fair value through profit or loss		**32,448**	41,820
Cash and bank balances		**15,764**	41,507
		485,611	464,679
Total assets		**610,863**	587,785
Equity			
Share capital	25	**6,433**	6,433
Reserves		**604,430**	581,352
Total equity		**610,863**	587,785
Liabilities		**—**	—
Total equity and liabilities		**610,863**	587,785

The balance sheet of the Company was approved by the Board of Directors on 17 March 2023 and was signed on its behalf.

Hui Ching Lau
Director

Wong Wai Leung
Director

36 BALANCE SHEET AND RESERVES MOVEMENTS OF THE COMPANY *(Continued)*

(b) Reserves movements of the Company

	Share premium RMB'000	Accumulated losses RMB'000	Share option reserve RMB'000	Total RMB'000
At 1 January 2022	**614,980**	**(40,947)**	**7,319**	**581,352**
Profit for the year	**—**	**20,933**	**—**	**20,933**
Equity-settled share option arrangement (note 26)	**—**	**—**	**2,145**	**2,145**
At 31 December 2022	**614,980**	**(20,014)**	**9,464**	**604,430**
At 1 January 2021	614,980	(14,194)	6,212	606,998
Loss for the year	—	(26,753)	—	(26,753)
Equity-settled share option arrangement (note 26)	—	—	1,107	1,107
At 31 December 2021	614,980	(40,947)	7,319	581,352

37 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive for the year ended 31 December 2022 is set out below:

Name of Director	Directors' fees RMB'000	Basic salaries, housing allowances, other allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Equity-settled share-based payment expense RMB'000	Pension, housing fund allowances, medical insurance and other social benefits RMB'000	Total RMB'000
Executive Directors:						
Mr. Hui Ching Lau *(Chairman)*	51	—	—	—	3	54
Mr. Wong Wai Leung	51	1,868	—	20	15	1,954
Mr. Wu Wenxu	51	561	126	50	10	798
Non-executive Directors:						
Mr. Hui Lin Chit	51	—	—	—	—	51
Mr. Sze Man Bok	51	—	—	—	—	51
Mr. Wu Huolu	51	—	—	—	—	51
Mr. Wu Sichuan	51	—	—	—	—	51
Mr. Wu Yinhang	51	—	—	—	—	51
Independent Non-executive Directors:						
Mr. Cai Meng	85	—	—	—	—	85
Mr. Chan Yiu Fai Youdey	85	—	—	—	—	85
Mr. Ng Swee Leng	85	—	—	—	—	85
Mr. Paul Marin Theil	85	—	—	—	—	85
	748	2,429	126	70	28	3,401

37 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(a) Directors' and chief executive's emoluments *(Continued)*

The remuneration of every director and the chief executive for the year ended 31 December 2021 is set out below:

Name of Director	Directors' fees RMB'000	Basic salaries, housing allowances, other allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Equity-settled share-based payment expense RMB'000	Pension, housing fund allowances, medical insurance and other social benefits RMB'000	Total RMB'000
Executive Directors:						
Mr. Hui Ching Lau *(Chairman)*	50	—	—	—	3	53
Mr. Wong Wai Leung	50	1,788	—	8	15	1,861
Mr. Wu Wenxu	50	472	101	21	10	654
Non-executive Directors:						
Mr. Hui Lin Chit	50	—	—	—	—	50
Mr. Sze Man Bok	50	—	—	—	—	50
Mr. Wu Huolu	50	—	—	—	—	50
Mr. Wu Sichuan	50	—	—	—	6	56
Mr. Wu Yinhang	50	—	—	—	3	53
Independent Non-executive Directors:						
Mr. Cai Meng	84	—	—	—	—	84
Mr. Chan Yiu Fai Youdey	84	—	—	—	—	84
Mr. Ng Swee Leng	84	—	—	—	—	84
Mr. Paul Marin Theil	84	—	—	—	—	84
	736	2,260	101	29	37	3,163

During the years ended 31 December 2022 and 2021, no emoluments paid or receivable in respect of a person's services as a director (whether of the Company or its subsidiary undertaking) other than those disclosed in above tables, such as discretionary bonuses, housing allowance, or remunerations paid or receivable in respect of accepting office as director incurred, and no emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking incurred.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the years ended 31 December 2022 and 2021.

(b) Directors' retirement benefits

During the years ended 31 December 2022 and 2021, no payments of retirement benefits operated by the Group were paid or made, directly or indirectly, to or receivable by a director in respect of his services as a director or other services in connection with the management of the affairs of the Company or its subsidiaries.

37 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(c) Directors' termination benefits

During the years ended 31 December 2022 and 2021, no payments or benefits in respect of termination of director's services were paid or made, directly or indirectly, to or receivable by a director; nor are any payable.

(d) Consideration provided to third parties for making available directors' services

During the years ended 31 December 2022 and 2021, no consideration was provided to or receivable by third parties for making available director's services.

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans or other dealings in favour of directors, controlled bodies corporate by and connected entities (2021: None).

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 34(a), no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2021 : None).

FIVE YEAR FINANCIAL SUMMARY

RESULTS

	For the year ended 31 December				
	2022 **RMB'000**	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000
Revenue	**957,569**	860,254	792,829	690,852	761,819
Profit/(loss) before income tax	**7,831**	(48,654)	25,724	104,355	39,031
Income tax expense	**(9,599)**	(32,243)	(8,064)	(23,168)	(6,271)
(Loss)/profit for the year	**(1,768)**	(80,897)	17,660	81,187	32,760
(Loss)/profit attributable to:					
Equity shareholders of the Company	**(1,387)**	(80,841)	17,660	81,187	32,760
Non-controlling interests	**(381)**	(56)	—	—	—
(Loss)/profit for the year	**(1,768)**	(80,897)	17,660	81,187	32,760

ASSETS AND LIABILITIES

	At 31 December				
	2022 **RMB'000**	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000
Total assets	**2,101,103**	1,916,728	1,842,928	1,369,574	1,050,718
Total liabilities	**832,201**	648,821	506,970	222,814	182,421
Total equity	**1,268,902**	1,267,907	1,335,958	1,146,760	868,297

The summary above does not form part of the audited consolidated financial statements in the annual report.