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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8291)

THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2019

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

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

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

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

SUMMARY

- Revenue for the nine months ended 30 September 2019 amounted to approximately RMB55.3 million (nine months ended 30 September 2018: approximately RMB72.8 million), representing a decrease of approximately 24.0% as compared with corresponding period.
- Loss attributable to owners of the Company for the nine months ended 30 September 2019 amounted to approximately RMB6.2 million, represent a decrease of approximately RMB0.7 million from loss attributable to owners of the Company for the nine months ended 30 September 2018 amounted to approximately RMB6.9 million.
- Basic loss per share for the nine months ended 30 September 2019 amounted to approximately RMB1.56 cent (nine months ended 30 September 2018: approximately RMB1.72 cent).

UNAUDITED THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) of Wan Cheng Metal Packaging Company Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months and nine months ended 30 September 2019 together with the comparative figures in 2018 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2019

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2019 RMB'000 (unaudited)	2018 RMB'000 (unaudited)	2019 RMB'000 (unaudited)	2018 RMB'000 (unaudited)
Revenue	2	13,116	20,972	55,346	72,779
Cost of sales		(12,952)	(20,070)	(45,695)	(60,406)
Gross profit		164	902	9,651	12,373
Other income and gains	2	258	420	907	890
Selling expenses		(513)	(596)	(1,544)	(1,563)
Administrative and other expenses		(3,076)	(4,470)	(12,965)	(16,995)
Finance costs		(780)	(776)	(2,231)	(2,210)
Loss before income tax		(3,947)	(4,520)	(6,182)	(7,505)
Income tax expense	3	94	638	(55)	638
Loss for the period		(3,853)	(3,882)	(6,237)	(6,867)
Other comprehensive income for the period:					
<i>Item that may be subsequently reclassified to profit and loss</i>					
Exchange differences on translating foreign operations		1,875	1,869	1,992	5,339
		1,875	1,869	1,992	5,339
Total comprehensive loss for the period attributable to the owners of the Company		(1,978)	(2,013)	(4,245)	(1,528)
Loss per share attributable to owners of the Company for the period					
– basic and diluted (RMB cents)	5	(0.96)	(0.97)	(1.56)	(1.72)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the nine months ended 30 September 2019

	Equity attributable to owners of the Company								
	Share capital	Share premium	Statutory reserve fund	Capital reserve	Share option reserve	Exchange reserve	Other reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018 (Audited)	3,372	87,552	3,826	7,200	–	1,725	(35,783)	25,073	92,965
Loss for the period	–	–	–	–	–	–	–	(6,867)	(6,867)
Exchange difference on translating foreign operation	–	–	–	–	–	5,339	–	–	5,339
Total comprehensive income/(loss) for the period	–	–	–	–	–	5,339	–	(6,867)	(1,528)
Share options issued	–	–	–	–	5,632	–	–	–	5,632
At 30 September 2018 (Unaudited)	<u>3,372</u>	<u>87,552</u>	<u>3,826</u>	<u>7,200</u>	<u>5,632</u>	<u>7,064</u>	<u>(35,783)</u>	<u>18,206</u>	<u>97,069</u>
At 1 January 2019 (Audited)	3,372	87,552	3,826	7,200	5,863	4,027	(35,783)	17,152	93,209
Loss for the period	–	–	–	–	–	–	–	(6,237)	(6,237)
Exchange difference on translating foreign operation	–	–	–	–	–	1,992	–	–	1,992
Total comprehensive income/(loss) for the period	–	–	–	–	–	1,992	–	(6,237)	(4,245)
Share options issued	–	–	–	–	2,681	–	–	–	2,681
At 30 September 2019 (Unaudited)	<u>3,372</u>	<u>87,552</u>	<u>3,826</u>	<u>7,200</u>	<u>8,544</u>	<u>6,019</u>	<u>(35,783)</u>	<u>10,915</u>	<u>91,645</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

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

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 are consistent with those adopted in the preparation of annual report of the Company dated 27 March 2019 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "New and Revised HKFRSs") (which include add HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 30 September 2019. The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared on the historical cost basis. The functional currency of the Company is Hong Kong dollar ("HK\$"). The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 are presented in Renminbi ("RMB") instead of its functional currency as RMB is the principal currency of the economic environment on which the Group operates. All values are rounded to the nearest thousands, except when otherwise indicated.

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

2. REVENUE/OTHER INCOME AND GAINS

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

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

	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue from tinplate packaging products	<u>13,116</u>	<u>20,972</u>	<u>55,346</u>	<u>72,779</u>
Other income and gains:				
Interest income from bank deposits	2	–	13	9
Sale of scrap materials	256	201	632	537
Others	–	219	262	344
	<u>258</u>	<u>420</u>	<u>907</u>	<u>890</u>

3. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Current income tax provision/ (credit) for the period	<u>94</u>	<u>(638)</u>	<u>(55)</u>	<u>(638)</u>

No Hong Kong profits tax was provided as the Group has no estimated assessable profit for the nine months ended 30 September 2019 and 2018.

The subsidiaries of the Company established in the PRC are subject to the PRC Enterprise Income Tax (“EIT”). EIT has been provided at the rate of 25% on the estimated assessable profits arising in the PRC for the nine months ended 30 September 2018 and 2019. The Group had no material unrecognised deferred tax as at 31 December 2018 and 30 September 2019.

4. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2019 (2018: Nil).

5. LOSS PER SHARE

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

	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Loss attributable to owners of the Company for the purpose of calculating loss per share	<u>(3,853)</u>	<u>(3,882)</u>	<u>(6,237)</u>	<u>(6,867)</u>
	Number of shares			
	Three months ended		Nine months ended	
	30 September		30 September	
	2019	2018	2019	2018
	'000	'000	'000	'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Weighted average number of ordinary shares for the purpose of calculating loss per share	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>

No diluted loss per share is calculated for the three months and nine months ended 30 September 2018 and 2019 as there was no dilutive potential ordinary share in existence.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Activities

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

Business Review and Prospect

During the nine months ended 30 September 2019, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC. The major products were tin cans and steel pails, which are generally used for storing paint and coatings.

The Group recorded a decrease in revenue by approximately RMB17.4 million, or approximately 24.0%, from approximately RMB72.8 million for the nine months ended 30 September 2018 to approximately RMB55.3 million for the nine months ended 30 September 2019, which was contributed by the decrease in the customer orders of the Group’s tinplate packaging products.

The result for the period under review decreased to loss of approximately RMB6.2 million for the nine months ended 30 September 2019 from loss of approximately RMB6.9 million for the nine months ended 30 September 2018. Such decrease was mainly due to the decrease of share-based payments recognised during the period.

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

For steel pails, the Group purchased one new production line for production of steel pails to meet the potential growth on the Group’s revenue from the sales of steel pails so as to maintaining its competitiveness.

For tin cans, the Group upgraded of its existing production lines. The Group considers that upgrading of the production line will enhance the overall production efficiency as well as to have better control over the operating costs, and ultimately enhance the profitability.

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

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

Comparison of Business Objectives with Actual Business Progress and Use of Proceeds from the share offer

The Company successfully listed on the GEM on 18 July 2017 and 100,000,000 ordinary shares were issued at HK\$0.65 per share by way of share offer (the “Share Offer”). Net proceeds from the Share Offer was approximately HK\$33.4 million (after deducting the underwriting fees and other related expenses).

These proceeds are designated for the purposes in accordance the Prospectus, which is (i) approximately 56.1% of the net proceeds, representing approximately HK\$18.7 million to purchase of one new production line for production of steel pails, (ii) approximately 10.2% of the net proceeds, representing approximately HK\$3.4 million to upgrade of the Group’s existing production line, (iii) approximately 27.4% of the net proceeds, representing approximately HK\$9.2 million to partial repayment of bank loan and (iv) approximately 6.3% of the net proceeds, representing approximately HK\$2.1 million for general working capital purposes.

As at 30 September 2019, the Group’s planned application and actual utilisation of the net proceeds are set out below:

Use of proceeds	Net proceeds <i>HK\$ million</i>	Utilised <i>HK\$ million</i>
Purchase of production line for production of steel pails	18.7	18.7
Upgrade of existing production lines	3.4	3.4
Partial repayment of bank loan	9.2	9.2
General working capital	2.1	2.1
	<u>33.4</u>	<u>33.4</u>

Financial Review

Revenue

During the nine months ended 30 September 2019, the Group derived the revenue principally from the sale of tinplate packaging products in the PRC. The Group generally recognises revenue from the sales of tinplate packaging products upon delivery of the products to the customers with their acceptance of the Group’s products.

Revenue from the sales of tinplate packaging products decreased by approximately RMB17.4 million, or approximately 24.0%, from approximately RMB72.8 million for the nine months ended 30 September 2018 to approximately RMB55.3 million for the nine months ended 30 September 2019. Such increase was mainly due to the decrease in customer orders during the nine months ended 30 September 2019.

Cost of sales

Cost of sales mainly comprised the cost of tinplate coil, tinplate processing costs, ancillary materials and consumables, staff costs, depreciation, utilities and repair, and maintenance costs. The cost of sales decreased by approximately RMB14.7 million, or approximately 24.3% from approximately RMB60.4 million for the nine months ended 30 September 2018 to approximately RMB45.7 million for the nine months ended 30 September 2019. Such decrease was consistent with the decrease in revenue.

Gross profit and gross profit margin

Gross profit decreased from approximately RMB12.4 million for the nine months ended 30 September 2018 to approximately RMB9.7 million for the nine months ended 30 September 2019.

Gross profit margin remained stable from approximately 17.0% for the nine months ended 30 September 2018 to 17.4% for the nine months ended 30 September 2019.

Other income and gains

Other income and gains mainly represents the sales of scrap materials and interest income from bank deposits, which remained stable from approximately RMB0.9 million for the nine months ended 30 September 2018 to approximately RMB0.9 million for the nine months ended 30 September 2019.

Selling expenses

The Group's selling expenses mainly included transportation costs for its logistic team, staff costs, entertainment expenses and consumables which remained stable at approximately RMB1.6 million and RMB1.5 million for the nine months ended 30 September 2018 and 2019 respectively.

Administrative and other expenses

The Group's administrative and other expenses mainly included staff costs, building administrative fees, other tax expenses, depreciation and amortization, travelling and entertainment, office consumables and supplies, legal and professional fees, listing expenses and other miscellaneous administrative expenses. The Group recorded a decrease in administrative and other expenses by approximately RMB4.0 million, or approximately 23.7%, from approximately RMB17.0 million for the nine months ended 30 September 2018 to approximately RMB13.0 million for the nine months ended 30 September 2019. Such decrease was mainly due to the decrease of share-based payments recognised during the period.

Finance costs

The Group's finance costs mainly comprised of interest expenses on bank borrowings and discounted bills receivables and bank charges. The finance costs remained stable from approximately RMB2.2 million for the nine months ended 30 September 2018 to approximately RMB2.2 million for the nine months ended 30 September 2019.

Result for the period

As a result of the cumulative factors discussed above, the result for the period under review decreased to loss of approximately RMB6.2 million for the nine months ended 30 September 2019 from loss of approximately RMB6.9 million for the nine months ended 30 September 2018. Such decrease was mainly due to the decrease of share-based payments recognised during the period.

Dividends

The Board does not recommend the payment of interim dividend for the nine months ended 30 September 2019.

Contingent Liabilities

As at 30 September 2019, there were no significant contingent liabilities for the Group.

Significant Investments Held

Except for investment in its subsidiaries, the Group did not hold any significant investment for the nine months ended 30 September 2019.

Foreign Exchange Exposure

The Group's main operations are in the PRC with most of its transactions settled in RMB. The Directors are of the opinion that the Group's exposure to foreign exchange risk is insignificant. During the nine months ended 30 September 2019, the Group did not hedge any exposure to foreign exchange risk.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the Prospectus and in this third quarterly results announcement, the Group did not have other plans for material investments or capital assets as of 30 September 2019.

DISCLOSURE OF OTHER INFORMATION

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

As at 30 September 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

Long position in the shares of the Company

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

Note:

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

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

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 30 September 2019, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long positions in shares of the Company

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

Notes:

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

Share Option Scheme

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

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

Category of participants	Date of grant	Number of share options				Outstanding as at 30 September 2019	Exercisable period	Exercise price per share (HK\$)
		Granted during the nine months ended 30 September 2019	Exercised during the nine months ended 30 September 2019	Cancelled during the nine months ended 30 September 2019	Forfeited during the nine months ended 30 September 2019			
Employees								
	17 April 2018	-	-	-	-	32,000,000	10 years	0.375
	10 April 2019	36,000,000	-	-	-	36,000,000	10 years	0.156
Consultants								
	17 April 2018	-	-	-	-	8,000,000	10 years	0.375
	10 April 2019	4,000,000	-	-	-	4,000,000	10 years	0.156

Purchase, Sale or Redemption of The Company’s Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the nine months ended 30 September 2019.

Directors’ Interests in Contracts

As at 30 September 2019, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

Directors’ and Controlling Shareholders’ Competing Interests

As at 30 September 2019, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

Directors’ Securities Transactions

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

Compliance with Code on Corporate Governance Practices

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

Interests of the Compliance Adviser

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

As disclosed in the Company’s announcement dated 10 July 2019, the compliance adviser agreement with Dakin Capital has been terminated with effect from 10 July 2019. Sorrento Capital Limited has been appointed as the new compliance adviser with effect from 10 July 2019.

Audit Committee

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

The Audit Committee had reviewed with the management of the Company the accounting principles and practices adopted by the Group and this announcement. The condensed consolidated financial results for the nine months ended 30 September 2019 are unaudited, but have been reviewed by the Audit Committee.

By order of the Board
Wan Cheng Metal Packaging Company Limited
Liang junqian
Chairman and executive Director

Hong Kong, 14 November 2019

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

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.wanchengholdings.com.