



Precious Dragon Technology
Holdings Limited
保寶龍科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 1861



2022
INTERIM REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. Ko Sau Mee (Chairlady and Chief Executive)
Ms. Lin Hing Lei
Mr. Lin Hing Lung
Mr. Yang Xiaoye

Independent Non-executive Directors

Mr. Lee Yiu Pui
Mr. Poon Tak Ching
Mr. Pang Cheung Wai, Thomas, GBS, JP

COMMITTEES OF THE BOARD

Audit Committee

Mr. Poon Tak Ching (*Chairman*)
Mr. Lee Yiu Pui
Mr. Pang Cheung Wai, Thomas, GBS, JP

Remuneration Committee

Mr. Pang Cheung Wai, Thomas, GBS, JP (*Chairman*)
Ms. Ko Sau Mee
Mr. Lee Yiu Pui
Mr. Poon Tak Ching

Nomination Committee

Mr. Lee Yiu Pui (*Chairman*)
Ms. Ko Sau Mee
Mr. Poon Tak Ching
Mr. Pang Cheung Wai, Thomas, GBS, JP

AUTHORIZED REPRESENTATIVES

Ms. Ko Sau Mee
Mr. Lee Kam Fai

COMPANY SECRETARY

Mr. Lee Kam Fai

REGISTERED OFFICE

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTER OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

No. 628 Jufeng North Road
Aotou Town
Conghua District
Guangzhou City
Guangdong Province
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit G, 20/F., Golden Sun Centre
Nos. 59/67 Bonham Strand West
Sheung Wan
Hong Kong

AUDITOR

Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

CORPORATE INFORMATION

COMPLIANCE ADVISER

Rainbow Capital (HK) Limited
Room 5B, 12/F., Tung Ning Building
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Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Industrial and Commercial Bank of China Limited
Bank of China Limited
CTBC Bank Co., Limited

STOCK CODE

1861

WEBSITE FOR THE COMPANY

www.botny.com

BUSINESS REVIEW

Precious Dragon Technology Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) is the leading manufacturer specializing in manufacturing of aerosol products used in the automotive beauty and maintenance products in the People’s Republic of China (“PRC”). We are principally engaged in the design, development, manufacture and sale of a wide range of automotive beauty and maintenance products including auto cleaning and maintenance products (such as auto interior decoration cleaning products and tyre and wheel cleaning and care products), paint and coating (such as chrome aerosol spray), winter and summer specials (such as refrigerant and cold cranking agent) and air-fresheners. The automotive beauty and maintenance products are in the form of aerosol and non-aerosol products. We also design, develop, manufacture and sell personal care products (such as foaming facial wash, sunscreen, moisturiser, deodoriser and hand wash) and other products including household products (such as paint and floor polish).

The Company sells the products on contract manufacturing service (“CMS”) and original brand manufacturing (“OBM”). The Company’s OBM business offers products under our own brand names of BOTNY (保賜利), ATM, ETOMAN (已度明), NISSEI, WIN (勝彩), FOX-D (狐狸), PISCIS (百麗時) and PARLUX (派樂士), which are sold mainly through (1) the networks of distributors, who further resell our OBM products to wholesalers, retailers and end-users in the PRC; and (2) the online stores of “保賜利旗艦店” at Tmall and “保賜利京東自營旗艦店” at JD.com.

During the period ended 30 June 2022, the Group continued to allocate resources to further develop the OBM business. The Group enhanced the brand recognition activities, including sponsorship in exhibitions, public relation events and multi-media platforms in order to promote the corporate image and brands to new potential and existing customers. The Group recorded a significant growth in online markets sales which reflects the strategy of continuing to implement the e-commerce strategies in PRC. We have launched the series of automotive beauty and maintenance products, 保寶龍, under our BOTNY (保賜利) brand for the repositioning of our corporate image and for broadening our clientele. We believe in the growth potential of our products under our new 保寶龍 series, as it takes time to establish a new line of products, we expect the other products under our BOTNY (保賜利) brand to remain our main revenue driver in the near future.

OPERATING ENVIRONMENT AND PROSPECTS

As the global economy is continuously shrouded in the shadow of various difficulties, like, trade protectionism, outbreak of pneumonia caused by novel coronavirus (“COVID-19”) and its variants, supply chain crisis and raw material prices in uncertainty and volatility, there are high uncertainties and rapid changes in global economic development. The Group pays close attention to the development and changes of the industry and adjusts its strategies in a timely manner to cope with (i) the uncertainties brought by the trade protectionism, (ii) market demands of products, (iii) unstable supply chain of production materials under the impact of coronavirus crisis, and (iv) changes in the external environment. Meanwhile, by continuously adjusting the diversified strategies and customer management, actively participating in various types of exhibitions in the People’s Republic of China (“PRC”) and around the world and launching new products to meet market demands, the Group will continue to strengthen the promotion of its own brands, enhance the relationship with customers and expand into new markets, with a view to continually consolidating and strengthening the Group’s business development.

Despite of the economic slowdown of PRC, raw material prices in uncertainty and volatility, and heavy pressure caused by COVID-19 and its variants, the economic foundation of PRC market keeps stable in the long run. Therefore, opportunities and challenges coexist. The Group is still prudent and optimistic towards its domestic market, Original Brand Manufacturing (“OBM”) business and personal care products sectors. The Group will continue to improve its OBM business by sponsorship and exhibitions, improving existing OBM products’ series, strictly controlling cost, lifting the brand image, and enhancing the competitiveness of products.

To ease the impact of trade protectionism, such as Sino-US trade war, and enhance the manufacturing cost efficiency, the Company strategically acquired a land in Thailand in July 2020 for setting up a new production plant to diversify the production base overseas. The new production plant is expected to be operational by late 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Turnover

For the six months ended 30 June 2022, the Group's recorded a turnover of approximately HK\$273.0 million (six months ended 30 June 2021: approximately HK\$287.0 million), representing a decrease of approximately 4.9% as compared to the corresponding period of 2021.

For the six months ended 30 June 2022, the Group generated revenue of approximately HK\$209.7 million (six months ended 30 June 2021: approximately HK\$210.0 million) from PRC customers, representing a slight decrease of approximately 0.1% as compared to the corresponding period of 2021. The decrease in PRC sales was mainly caused by the negative impacts on sales caused by the short term locked-down in various provinces of PRC in the first half of 2022, which was partially offset by execution of effective sales strategies of OBM products and development online sales platform to drive the growth of the sales.

For the six months ended 30 June 2022, the Group recorded revenue from overseas customers of approximately HK\$63.3 million (six months ended 30 June 2021: approximately HK\$77.0 million). The significant decrease in overseas sales was mainly caused by the effects of (i) the global economic slowdown as a result of the prolonged COVID-19 pandemic; and (ii) unstable supply chain in PRC, which drove portions of overseas customers shifted the orders to overseas competitors.

Cost of Sales

For the six months ended 30 June 2022, cost of sales of the Group amounted to approximately HK\$202.6 million (six months ended 30 June 2021: HK\$209.8 million), which represented approximately 74.2% (six months ended 30 June 2021: approximately 73.1%) of the turnover in the period. There was an increase of approximately 1.1% in percentage of cost of sales which was mainly attributable to the net effects of (i) the increase in raw material prices, including tinplate containers, solvents and gas, which was caused by the increase in crude oil price; (ii) variation of sales of products mix; and (iii) increase of manufacturing overhead caused by the decrease of sales volume as a result of the economic slowdown.

Gross Profit and Gross Profit Margin

The Group recorded a gross profit amounted to approximately HK\$70.4 million for the six months ended 30 June 2022 (six months ended 30 June 2021: approximately HK\$77.2 million), representing a significant decrease of approximately 8.9% as compared to the corresponding period of 2021. The decrease in gross profit was mainly driven by the effects of (i) the decrease in sales due to the global economic slowdown as a result of the prolonged COVID-19 pandemic and the short term locked-down in various provinces of PRC in the first half of 2022; (ii) the increase in raw material prices, including tinplate containers, solvents and gas; and (iii) unstable supply chain in PRC, which drove portions of customers shifted the orders to overseas competitors.

Other Income and Gains

Other income and gains mainly consist of sales of scrap materials, bank interest income, income from provision of research and development services and government grants. For the six months ended 30 June 2022, other income and gains of the Group was approximately HK\$2.7 million (six months ended 30 June 2021: approximately HK\$7.7 million), representing a significant decrease of 64.6%, which was mainly due to the effects of (i) the decrease in government grants by approximately HK\$1.6 million, and (ii) the decrease in income from provision of research and development services by approximately HK\$2.5 million.

MANAGEMENT DISCUSSION AND ANALYSIS

Selling and Distribution Expenses

Selling and distribution expenses mainly consist of transportation expenses and declaration charges for delivery of products to customers, salaries, performance bonuses and employee benefits expenses for the sales and marketing staff, business travel, entertainment expenses, advertisement and promotion costs. For the six months ended 30 June 2022, selling and distribution expenses were approximately HK\$18.0 million (six months ended 30 June 2021: approximately HK\$21.8 million), representing a significant decrease of approximately 17.4% as compared to the corresponding period of 2021. The decrease was primarily due to the effects of (i) the decrease in overseas sales which caused less transportation costs incurred; and (ii) the implementation of strict cost control measures to reduce the general expenses.

Administrative Expenses

Administrative expenses mainly represent staff salaries, share option expenses, welfare and bonus for our administrative staff and directors' remuneration, professional fees, other taxes and surcharges, and depreciation expenses. For the six months ended 30 June 2022, administrative expenses were approximately HK\$22.3 million (six months ended 30 June 2021: approximately HK\$27.5 million), representing a significant decrease of approximately 18.8% as compared to the corresponding period of 2021. The decrease in administrative expenses was primarily due to the net effects (i) decrease in staff salaries and welfare to approximately HK\$7.3 million (six months ended 30 June 2021: HK\$7.4 million); (ii) decrease in maintenance costs to approximately HK\$0.4 million (six months ended 30 June 2021: HK\$2.1 million); (iii) decrease in entertainment expenses to approximately HK\$0.7 million (six months ended 30 June 2021: HK\$1.2 million); and (iv) decrease of bank charges to approximately HK\$0.7 million (six months ended 30 June 2021: HK\$1.1 million).

Finance Costs

For the six months ended 30 June 2022, the finance costs of the Group were approximately HK\$1.9 million (six months ended 30 June 2021: approximately HK\$1.3 million), representing an increase of approximately 49.8% as compared to the corresponding period of 2021. The significant increase in finance cost was mainly due to increase in average bank loan outstanding balance compared to corresponding period of 2021 and increase in overall bank borrowing interest rate.

Net Profit

The Group's net profit attributable to owners of the parent amounted to approximately HK\$13.2 million for the six months ended 30 June 2022 (six months ended 30 June 2021: approximately HK\$7.1 million), representing a significant increase of approximately 85.9% as compared to the corresponding period in 2021. Significant increase in net profit attributable to owners of the parent was mainly attributable to, among other things, the decrease in selling and distribution expenses, administrative expenses, research and development expenses and other expenses which was partially offset by the decrease in gross profit and other income and gains.

TREASURY POLICY

The Group adopts treasury policy that aims to better control its treasury operations and lower borrowing cost. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short term funding needs. The Board would also consider various funding sources depending on the Group's funding needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

Net Current Assets

As at 30 June 2022, the Group had net current assets of approximately HK\$97.7 million (31 December 2021: approximately HK\$45.2 million). The Group's cash and cash equivalents (including pledged bank deposits) amounted to HK\$151.1 million as at 30 June 2022 (31 December 2021: HK\$110.1 million) which are mainly denominated in Renminbi, United States dollars, Japanese yen, Thailand Baht, Hong Kong dollars and Indian Rupee. The current ratio of the Group was approximately 1.6 as at 30 June 2022 (31 December 2021: approximately 1.3).

Borrowings and the Pledge of Assets

The bank borrowings of the Group, which were secured by our property, plant and equipment and land use rights amounted to approximately HK\$141.1 million as at 30 June 2022 with maturity ranged from 2022 to 2027 (31 December 2021: approximately HK\$120.0 million). All borrowings are charged with reference to Minimum Lending Rate, Loan Prime Rate and HIBOR.

As at 30 June 2022, we had available unutilized banking facilities of approximately HK\$193.2 million (31 December 2021: HK\$260.7 million).

Gearing Ratio

As a result of the increase in cash and cash equivalents and the increase in total borrowings of the Group, the gearing ratio which is calculated by dividing total debt by equity attributable to owners of the Company, amounted to approximately 32.6% as at 30 June 2022 (31 December 2021: approximately 35.4%).

CAPITAL STRUCTURE

As at 30 June 2022, the total number of issued shares of the Company (the "Shares") was 233,917,250 (31 December 2021: 233,917,250).

FOREIGN EXCHANGE EXPOSURE AND EXCHANGE RATE RISK

Approximately 23.2% of the Group's revenue for the six months ended 30 June 2022 were denominated in US\$. However, over 90.0% of the production costs were settled in RMB. Therefore, there is a currency mismatch between US\$ revenue and RMB production costs, which gives rise to exposure to foreign exchange risk. Furthermore, there is a time lag between invoicing and final settlement from customers of export sales. The Group is exposed to foreign exchange risks if the foreign exchange rate at which the US\$ sales proceeds received from export sales is different from the rate at which the Group used to book the US\$ sales transactions at the time of sales.

During the six months ended 30 June 2022, we did not enter into any foreign currency forward contracts nor have any outstanding foreign currency forward contracts.

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND EMOLUMENTS POLICY

As at 30 June 2022, the Group had a workforce of 480 employees (31 December 2021: 513 employees). The staff costs, including directors' emoluments but excluding any contributions to the pension scheme, were approximately HK\$21.7 million for the six months ended 30 June 2022 (six months ended 30 June 2021: approximately HK\$27.0 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of an individual employee. In addition to a basic salary, year-end bonuses are offered to those staff with outstanding performance and share options are granted to attract and retain eligible employees of the Group. Share options would be granted to certain eligible persons with outstanding performance and contributions to the Group. The emoluments of the directors of the Company (the "Directors") have been determined with reference to the skills, knowledge, and contribution in the Company's affairs and the performance of each Director, and to the profitability of the Company and prevailing market conditions during the six months ended 30 June 2022.

SIGNIFICANT INVESTMENTS

As at 30 June 2022, the Group did not have any significant investments (31 December 2021: nil).

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the six months ended 30 June 2022, the Group had no acquisition or disposal of subsidiaries, associates or joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Company's prospectus dated 3 June 2019, the Group did not have other approved plans for material investments or capital assets as at 30 June 2022.

CONTRACTUAL OBLIGATIONS

As at 30 June 2022, the Group's capital commitments approximately amounted to HK\$0.1 million representing the commitment of plant and machinery (31 December 2021: HK\$8.8 million).

CONTINGENT LIABILITIES

As at 30 June 2022, the Group had no significant contingent liabilities (31 December 2021: nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2022 neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company.

EVENTS AFTER REPORTING PERIOD

There were no significant events after 30 June 2022 and up to the date of this report.

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

Independent review report

To the board of directors of Precious Dragon Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 10 to 33, which comprises the condensed consolidated statement of financial position of Precious Dragon Technology Holdings Limited (the "Company") and its subsidiaries (the "Group") as at 30 June 2022 and the related condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34") issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made 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.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with IAS 34.

Ernst & Young

Certified Public Accountants

Hong Kong

24 August 2022

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2022

	Notes	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
REVENUE	4	273,025	287,041
Cost of sales		(202,625)	(209,796)
Gross profit		70,400	77,245
Other income and gains		2,730	7,714
Selling and distribution expenses		(17,975)	(21,758)
Administrative expenses		(22,320)	(27,495)
Research and development expenses		(9,015)	(12,241)
Impairment losses on financial assets, net		(1,327)	(2,473)
Other expenses		(3,302)	(7,741)
Finance costs		(1,936)	(1,292)
PROFIT BEFORE TAX	5	17,255	11,959
Income tax expenses	6	(4,120)	(4,908)
PROFIT FOR THE PERIOD		13,135	7,051
OTHER COMPREHENSIVE (LOSS)/INCOME			
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		(9,153)	4,053
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		3,982	11,104
Profit attributable to:			
Owners of the parent		13,179	7,089
Non-controlling interests		(44)	(38)
		13,135	7,051
Total comprehensive income attributable to:			
Owners of the parent		4,013	11,141
Non-controlling interests		(31)	(37)
		3,982	11,104
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	8		
Basic			
– For profit for the period		HK5.6 cents	HK3.0 cents
Diluted			
– For profit for the period		HK5.6 cents	HK3.0 cents

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2022

	Notes	30 June 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	9	219,427	229,677
Right-of-use assets		54,660	58,251
Deferred tax assets		4,218	4,087
Non-current prepayments		9,956	9,530
Total non-current assets		288,261	301,545
CURRENT ASSETS			
Inventories		47,738	54,767
Trade and bills receivables	10	41,989	38,096
Prepayments, deposits and other receivables		19,157	18,275
Pledged bank deposits		18,426	19,774
Cash and cash equivalents		132,652	90,351
Total current assets		259,962	221,263
CURRENT LIABILITIES			
Trade and bills payables	11	58,062	61,866
Other payables and accruals		57,312	52,137
Interest-bearing bank and other borrowings	12	42,740	59,307
Tax payable		3,920	2,496
Deferred income		234	245
Total current liabilities		162,268	176,051
NET CURRENT ASSETS		97,694	45,212
TOTAL ASSETS LESS CURRENT LIABILITIES		385,955	346,757
NON-CURRENT LIABILITIES			
Due to a related party		35,400	35,400
Interest-bearing bank and other borrowings	12	98,517	61,064
Deferred tax liabilities		2,638	2,491
Deferred income		1,286	1,471
Total non-current liabilities		137,841	100,426
NET ASSETS		248,114	246,331

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2022

	Notes	30 June 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Audited)
EQUITY			
Equity attributable to owners of the parent			
Share capital		2,339	2,339
Other reserves		245,978	244,164
		248,317	246,503
Non-controlling interests		(203)	(172)
Total equity		248,114	246,331

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Ko Sau Mee

Director

.....
Lin Hing Lung

Director

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

	Attributable to owners of the parent										
	Share capital HK\$'000	Share premium account HK\$'000	Merger reserve HK\$'000	Share option reserve HK\$'000	Other reserve HK\$'000	Reserve funds HK\$'000	Exchange fluctuation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
At 31 December 2021 (audited)	2,339	38,507	(62,722)	5,442	(107,016)	50,696	1,949	317,308	246,503	(172)	246,331
Profit for the period	—	—	—	—	—	—	—	13,179	13,179	(44)	13,135
Other comprehensive loss for the period:											
Exchange differences on translation of foreign operations	—	—	—	—	—	—	(9,166)	—	(9,166)	13	(9,153)
Total comprehensive income for the period	—	—	—	—	—	—	(9,166)	13,179	4,013	(31)	3,982
Transfer of share option reserve upon the forfeiture of share options	—	6	—	(6)	—	—	—	—	—	—	—
Transfer from retained profits	—	—	—	—	—	253	—	(253)	—	—	—
Final 2021 dividend declared	—	—	—	—	—	—	—	(2,199)	(2,199)	—	(2,199)
At 30 June 2022 (unaudited)	2,339	38,513	(62,722)	5,436	(107,016)	50,949	(7,217)	328,035	248,317	(203)	248,114

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

	Attributable to owners of the parent									Non-controlling interests	Total equity
	Share capital	Share premium account	Merger reserve	Share option reserve	Other reserve	Reserve funds	Exchange fluctuation reserve	Retained profits	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 December 2020 (audited)	2,335	37,330	(62,722)	5,122	(107,016)	50,375	(5,713)	306,109	225,820	(96)	225,724
Profit for the period	—	—	—	—	—	—	—	7,089	7,089	(38)	7,051
Other comprehensive income for the period:											
Exchange differences on translation of foreign operations	—	—	—	—	—	—	4,052	—	4,052	1	4,053
Total comprehensive income for the period	—	—	—	—	—	—	4,052	7,089	11,141	(37)	11,104
Exercise of share options	4	1,177	—	(372)	—	—	—	—	809	—	809
Equity-settled share option arrangements	—	—	—	692	—	—	—	—	692	—	692
Transfer from retained profits	—	—	—	—	—	248	—	(248)	—	—	—
Final 2020 dividend declared	—	—	—	—	—	—	—	(5,726)	(5,726)	—	(5,726)
At 30 June 2021 (unaudited)	2,339	38,507	(62,722)	5,442	(107,016)	50,623	(1,661)	307,224	232,736	(133)	232,603

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2022

	Notes	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		17,255	11,959
Adjustments for:			
Finance costs		1,936	1,285
Interest income		(287)	(215)
Loss on disposal of items of property, plant and equipment	5	17	444
Equity-settled share option expense	5	—	692
Depreciation of property, plant and equipment	5	10,366	10,905
Depreciation of right-of-use assets	5	899	1,159
Write-down of inventories to net realisable value	5	—	640
Impairment losses on financial assets	5	1,327	2,473
		31,513	29,342
Decrease/(increase) in inventories		7,393	(6,780)
Increase in trade and bills receivables		(4,772)	(2,850)
Increase in prepayments, deposits and other receivables		(882)	(4,115)
(Decrease)/increase in trade and bills payables		(3,804)	4,082
(Decrease)/increase in other payables and accruals		(9,824)	3,579
Decrease in deferred income		(121)	(120)
Cash generated from operations		19,503	23,138
Withholding tax paid		(1,248)	(3,381)
Tax paid		(1,626)	(4,130)
Net cash flows from operating activities		16,629	15,627

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2022

	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of items of property, plant and equipment	(9,420)	(50,172)
Proceeds from disposal of items of property, plant and equipment	12	—
Decrease/(increase) in pledged bank deposits	1,348	(458)
Interest received from banks	287	215
Net cash flows used in investing activities	(7,773)	(50,415)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	—	809
New bank loans	107,914	179,938
Repayment of bank loans	(84,593)	(113,100)
Dividend paid	(2,199)	—
Principal portion of lease payments	(156)	(594)
Interest paid	(1,936)	(1,285)
Increase/(decrease) in amounts due to related parties	15,000	(44,600)
Net cash flows from financing activities	34,030	21,168
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		
Net foreign exchange difference	(585)	3,960
Cash and cash equivalents at beginning of period	90,351	161,622
CASH AND CASH EQUIVALENTS AT END OF PERIOD	132,652	151,962

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2022 has been prepared in accordance with IAS 34 *Interim Financial Reporting*. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2021.

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021, except for the adoption of the following revised International Financial Reporting Standards ("IFRSs") for the first time for the current period's financial information.

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to IAS 37	<i>Onerous Contracts - Cost of Fulfilling a Contract</i>
<i>Annual Improvements to IFRSs 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

The nature and impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the period, the amendments did not have any impact on the financial position and performance of the Group.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

- (b) Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced while making property, plant and equipment available for use on or after 1 January 2021, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (d) *Annual Improvements to IFRSs 2018-2020* sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are applicable to the Group are as follows:

IFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively to financial liabilities that are modified or exchanged on or after 1 January 2022. As there was no modification of the Group's financial liabilities during the period, the amendment did not have any impact on the financial position or performance of the Group.

IFRS 16 Leases: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

3. OPERATING SEGMENT INFORMATION

Six months ended 30 June 2022	Automotive beauty and maintenance products HK\$'000 (Unaudited)	Personal care products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue (note 4):			
Sales to external customers	223,707	49,318	273,025
Intersegment sales	1,165	—	1,165
Total	224,872	49,318	274,190
<i>Reconciliation:</i>			
Elimination of intersegment sales			(1,165)
Revenue			273,025
Segment results	17,623	3,966	21,589
<i>Reconciliation:</i>			
Interest income			287
Corporate and other unallocated expenses			(2,685)
Finance costs			(1,936)
Profit before tax			17,255

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

3. OPERATING SEGMENT INFORMATION *(continued)*

Six months ended 30 June 2021	Automotive beauty and maintenance products HK\$'000 (Unaudited)	Personal care products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue (note 4):			
Sales to external customers	243,423	43,618	287,041
Intersegment sales	68	241	309
Total	243,491	43,859	287,350
<i>Reconciliation:</i>			
Elimination of intersegment sales			(309)
Revenue			287,041
Segment results	14,339	5,279	19,618
<i>Reconciliation:</i>			
Interest income			215
Corporate and other unallocated expenses			(6,589)
Finance costs			(1,285)
Profit before tax			11,959

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

3. OPERATING SEGMENT INFORMATION *(continued)*

The following table presents the asset and liability information of the Group's operating segments as at 30 June 2022 and 31 December 2021, respectively.

Period ended 30 June 2022	Automotive beauty and maintenance products HK\$'000 (Unaudited)	Personal care products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment assets	410,761	75,702	486,463
<i>Reconciliation:</i>			
Elimination of intersegment receivables			(14,572)
Corporate and other unallocated assets			76,332
Total assets			548,223
Segment liabilities	182,394	68,748	251,142
<i>Reconciliation:</i>			
Elimination of intersegment payables			(14,572)
Corporate and other unallocated liabilities			63,539
Total liabilities			300,109

Year ended 31 December 2021	Automotive beauty and maintenance products HK\$'000 (Audited)	Personal care products HK\$'000 (Audited)	Total HK\$'000 (Audited)
Segment assets	418,929	72,356	491,285
<i>Reconciliation:</i>			
Elimination of intersegment receivables			(36,300)
Corporate and other unallocated assets			67,823
Total assets			522,808
Segment liabilities	196,866	51,202	248,068
<i>Reconciliation:</i>			
Elimination of intersegment payables			(36,300)
Corporate and other unallocated liabilities			64,709
Total liabilities			276,477

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

4. REVENUE

An analysis of revenue is as follows:

	For the six months ended 30 June	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue from contracts with customers	273,025	287,041

Disaggregated revenue information

For the six months ended 30 June 2022

Segments	Automotive beauty and maintenance products HK\$'000 (Unaudited)	Personal care products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Type of goods			
Sale of products	223,707	49,318	273,025
Geographical markets			
Mainland China	171,304	38,419	209,723
Japan	40,868	72	40,940
Asia	1,730	7,263	8,993
Middle East	5,040	—	5,040
America	3,957	529	4,486
Others	808	3,035	3,843
Total revenue from contracts with customers	223,707	49,318	273,025
Timing of revenue recognition			
Goods transferred at a point in time	223,707	49,318	273,025

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

4. REVENUE *(continued)*

Disaggregated revenue information *(Continued)*

For the six months ended 30 June 2021

Segments	Automotive beauty and maintenance products HK\$'000 (Unaudited)	Personal care products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Type of goods			
Sale of products	243,423	43,618	287,041
Geographical markets			
Mainland China	182,366	27,628	209,994
Japan	44,676	—	44,676
Asia	6,229	15,381	21,610
Middle East	2,575	—	2,575
America	6,636	609	7,245
Others	941	—	941
Total revenue from contracts with customers	243,423	43,618	287,041
Timing of revenue recognition			
Goods transferred at a point in time	243,423	43,618	287,041

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	For the six months ended 30 June	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Cost of inventories sold	202,625	209,796
Depreciation of property, plant and equipment	10,366	10,905
Depreciation of right-of-use assets	899	1,159
Research and development costs	9,015	12,241
Lease payments not included in the measurement of lease liabilities	171	250
Employee benefit expense (including directors' and chief executive's remuneration):		
Wages and salaries	21,712	27,036
Equity-settled share option expense	—	692
Pension scheme contributions	3,152	3,625
	24,864	31,353
Exchange losses, net	3,104	5,092
Loss on disposal of items of property, plant and equipment, net	17	444
Impairment losses on financial assets	1,327	2,473
Write-down of inventories to net realisable value	—	640

6. INCOME TAX EXPENSES

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2021: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (2021: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	For the six months ended 30 June	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Current – Mainland China	4,296	6,465
Deferred	(176)	(1,557)
	4,120	4,908

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

7. DIVIDENDS

	For the six months ended 30 June	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Proposed interim – HK0.83 cent (2021: HK0.36 cent) per ordinary share	1,942	842

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 233,917,250 (2021: 233,684,361) in issue during the period, as adjusted to reflect the rights issue during the period.

The calculation of the diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	13,179	7,089

	Number of shares	
	2022	2021
Shares		
Weighted average number of ordinary shares in issue used in the basic earnings per share calculation	233,917,250	233,684,361
Effect of dilution – weighted average number of ordinary shares:		
Share options*	—	2,752,891
	233,917,250	236,437,252

* the share options had an anti-dilutive effect on the basic earnings per share for the period and were ignored in the calculation of diluted earnings per share.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired assets at a cost of HK\$8,944,000 (30 June 2021: HK\$60,229,000).

Assets with a net book value of HK\$29,000 were disposed of by the Group during the six months ended 30 June 2022 (30 June 2021: HK\$ 444,000), resulting in net losses on disposal of HK\$17,000 (30 June 2021: HK\$444,000).

During the six months ended 30 June 2022, no impairment loss was recognised (30 June 2021: nil) by the Group.

10. TRADE AND BILLS RECEIVABLES

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	30 June 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Audited)
Within 30 days	25,211	25,773
31 to 60 days	8,227	4,776
61 to 90 days	4,449	2,825
Over 90 days	4,102	4,722
	41,989	38,096

11. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as the end of the reporting period, based on the invoice date, is as follows:

	30 June 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Audited)
Within 30 days	30,628	30,741
31 to 60 days	12,037	13,508
61 to 90 days	7,007	15,871
Over 90 days	8,390	1,746
	58,062	61,866

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

12. INTEREST-BEARING BANK AND OTHER BORROWINGS

	30 June 2022 (Unaudited)			31 December 2021 (Audited)		
	Contractual interest rate	Maturity	HK\$'000	Contractual interest rate	Maturity	HK\$'000
Current						
Lease liabilities	1%~5.125%	2022	132	1%~5.125%	2022	262
Bank loans – secured	HIBOR+2.25%	2022	8,600	HIBOR+2.25%/LPR-0.40%	2022	30,064
Current portion of long term bank loans – secured	HIBOR +1.30%~2.25%/LPR+0~0.05%/MLR-1.0%	2023	34,008	HIBOR +1.30%~2.25%/LPR+0.05%	2022	28,981
			42,740			59,307
Non-current						
Lease liabilities	1%~5.125%	2023	30	1%~5.125%	2023	78
Long term bank loans – secured	LPR+0.05%	2023	7,016	HIBOR +1.30%/LPR+0.05%	2023	30,516
Long term bank loans – secured	LPR/LPR+0.2%	2024	26,661	—	—	—
Long term bank loans – secured	HIBOR +2.25%	2025	25,583	HIBOR +2.25%	2025	30,470
Long term bank loans – secured	MLR-1.0%	2027	39,227	—	—	—
			98,517			61,064
			141,257			120,371

Note:

“Hibor” stands for the three-month Hong Kong Interbank Offered Rate in the Hong Kong Dollar Interbank Market at or at about 11 am (Hong Kong time).

“LPR” stands for the Loan Prime Rate designated by the People’s Bank of China (中國人民銀行).

“MLR” stands for the Minimum Lending Rate designated by the Bank of Thailand.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

13. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	30 June 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Audited)
Contracted, but not provided for:		
Plant and machinery	134	8,786

14. RELATED PARTY TRANSACTIONS

(a) The Group had the following transactions with related parties during the period:

	Notes	For the six months ended 30 June	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Purchases of products from:			
Euro Asia Packaging (Guangdong) Co., Ltd. (廣東歐亞包裝有限公司) ("Euro Asia Packaging")	(i)	12,302	7,965
Hong Kong Aluminum Cans Limited	(i)	—	3,466
Total		12,302	11,431

(i) Euro Asia Packaging and Hong Kong Aluminum Cans Limited are related parties controlled by the ultimate shareholder of the Company. The sales and purchases between the companies were made on prices and conditions as mutually agreed.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

14. RELATED PARTY TRANSACTIONS *(continued)*

- (b) Outstanding balance with related party:

The Group had an outstanding balance due to its related parties controlled by the ultimate shareholder of the Company of HK\$63,063,000 (31 December 2021: HK\$42,781,000) as at the end of the reporting period. This balance is unsecured, interest-free and has no fixed terms of repayment.

- (c) Compensation of key management personnel of the Group:

	For the six months ended 30 June	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Fees	2,084	2,252
Salaries, allowances and benefits in kind	1,085	1,394
Pension scheme contributions	39	96
Equity-settled share option expense	—	341
Total compensation paid to key management personnel	3,208	4,083

15. SHARE OPTION SCHEME

The Company adopted a Pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") and a share option scheme (the "Share Option Scheme"), approved by the written resolutions of the shareholders on 17 May 2019 (the "Resolutions").

Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme was effective on 21 June 2019 after all conditions have been fulfilled.

The purpose of the Pre-IPO Share Option Scheme is to recognise and motivate the contributions that certain executive and non-executive Directors, members of the senior management and other employees have made or may make to the Group. The principal terms of the Pre-IPO Share Option Scheme, approved by the Resolutions, are substantially the same as the terms of the Share Option Scheme except that:

- (a) the subscription price per share under the Pre-IPO Share Option Scheme is HK\$2.17;
- (b) the total number of shares which may be issued upon the exercise of all share options granted under the Pre-IPO Share Option Scheme is 7,765,000 shares, representing approximately 3.3% of the total issued share capital of the Company immediately after the completion of the listing;
- (c) save for the share options which have been granted, no further share options will be granted under the Pre-IPO Share Option Scheme on or after 21 June 2019 (the "Listing Date"); and

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

15. SHARE OPTION SCHEME *(continued)*

Pre-IPO Share Option Scheme(Continued)

The share options granted under the Pre-IPO Share Option Scheme are subject to the following vesting and exercise period:

Batch 1 50% of the share options shall become vested and exercisable on the 1st anniversary date of the Listing Date (the "1st Vesting Date"), and the exercise period in respect thereof shall commence on the 1st Vesting Date and end on the day immediately before the 10th anniversary date of the offer date (the "Expiration Date") (both dates inclusive).

Batch 2 50% of the share options shall become vested and exercisable on the 2nd anniversary date of the Listing Date (the "2nd Vesting Date"), and the exercise period in respect thereof shall commence on the 2nd Vesting Date and end on the Expiration Date (both dates inclusive).

A summary of option movements during the period is presented below:

	Weighted average exercise price HK\$ per share	Number of options
At 31 December 2021	2.17	7,067,500
Forfeited during the period	2.17	(10,000)
At 30 June 2022	2.17	7,057,500

	Weighted average exercise price HK\$ per share	Number of options
At 31 December 2020	2.17	7,480,000
Forfeited during the period	2.17	(40,000)
Exercised during the period	2.17	(372,500)
At 30 June 2021	2.17	7,067,500

During the period no share options were exercised (30 June 2021: 372,500 share options exercised).

The fair value of the share options granted under the Pre-IPO Share Option Scheme was estimated at approximately HK\$6,023,000, of which has been fully recognized as of June 30, 2021.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

15. SHARE OPTION SCHEME *(continued)*

Pre-IPO Share Option Scheme(Continued)

The fair value of the share options granted under the Pre-IPO Share Option Scheme was estimated as at the date of grant, using a binomial option pricing model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

	Batch 1	Batch 2
Dividend yield (%)	—	—
Expected volatility (%)	36.545%	36.545%
Risk-free interest rate (%)	1.946%	1.946%
Expected life of options (year)	10	10
Weighted average share price (HK\$ per share)	2.17	2.17

The expected life of the share options is not necessarily indicative of the exercise patterns that may occur. The expected volatility may not necessarily reflect the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

As at 30 June 2022, the Company had 7,057,500 share options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 7,057,500 additional ordinary shares of the Company and additional share capital of HK\$71,000.

At the date of approval of these financial statements, the Company had 7,057,500 share options outstanding under the Scheme, which represented approximately 3.0% of the Company's shares in issue as at that date.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

15. SHARE OPTION SCHEME *(continued)*

Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of: (a) motivating the eligible participants to optimise their performance and efficiency for the benefit of the Group; and (b) attracting and retaining or otherwise maintaining ongoing business relationships with the eligible participants whose contributions are, will or expected to be beneficial to the Group.

The board of directors (the "Board") may at its discretion grant options to eligible participants ("Eligible Participants") as follow:

- (i) any eligible employee ("Eligible Employee") means employees (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any subsidiary or any entity in which the Group holds at least 20% of its issued share capital ("Invested Entity");
- (ii) any non-executive director (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity;
- (iii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iv) any customer of any member of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vii) any advisor (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

For the purposes of the Share Option Scheme, share options may be granted to any company wholly owned by one or more Eligible Participants.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2022

15. SHARE OPTION SCHEME *(continued)*

Share Option Scheme (Continued)

The exercise price in respect of any particular option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the exercise price shall be at least the highest of: (a) the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the offer date, which must be a business day; (b) the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (c) the nominal value of a share.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board, and commences after a certain vesting period and ends on a date which is not later than ten years from the date of grant of the share options.

The maximum number of shares to be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share options granted and yet to be exercised under any other scheme of the Company shall not, in aggregate, exceed 10% of the total number of shares in issue on the Listing Date, i.e., 23,454,475 shares, and 30% of the shares of the Company in issue from time to time. The maximum number of shares issuable under share options to any Eligible Participant in the Share Option Scheme within any 12-month period up to and including the date of the grant is limited to 1% in aggregate of the shares of the Company in issue at the date of the grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or a substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors, excluding the independent non-executive director who or whose associates are the grantee. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period up to and including the date of the grant, are subject to shareholders' approval in advance in a general meeting.

The Share Option Scheme became effective on 17 May 2019 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

As at 30 June 2022 and the date of approval of this interim condensed consolidated financial information, no share option was granted and outstanding under the Share Option Scheme.

16. EVENTS AFTER THE REPORTING PERIOD

There were no significant events after 30 June 2022 and up to the date of this report.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, interests or short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) held by the Directors and chief executive of the Company which have been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

(i) Long positions in the Shares and underlying Shares of the shares options granted under the Pre-IPO Share Option Scheme of the Company

Names of Directors	Number of Ordinary Shares			Interests in underlying Shares	Total	Approximate percentage of the issued Shares (Note 2)
	Beneficial owner	Interest of family	Interests in a controlled corporation	Share options (Note 1)		
Ms. Ko Sau Mee ("Mrs. Lin")	–	107,788,500 (Note 3)	67,000,000 (Note 4)	500,000	175,288,500	74.94%
Ms. Lin Hing Lei	200,500	–	–	277,500	478,000	0.20%
Mr. Lin Hing Lung	–	–	–	500,000	500,000	0.21%
Mr. Yang Xiaoye	–	–	–	300,000	300,000	0.13%
Mr. Poon Tak Ching	368,000	–	–	–	368,000	0.16%

Notes:

- (1) These share options represent the awarded underlying Shares granted to the Directors under a pre-IPO share option scheme of the Company (the "Pre-IPO Share Option Scheme") which was adopted on 12 April 2019. Details of the Pre-IPO Share Option Scheme have been disclosed in the section headed "Pre-IPO Share Option Scheme".
- (2) These percentages have been compiled based on the total number of issued Shares as at 30 June 2022 (i.e. 233,917,250 Shares).
- (3) These Shares are held by Mr. Lin Wan Tsang, as Mrs. Lin is the spouse of Mr. Lin Wan Tsang, Mrs. Lin is deemed to be interested in all the Shares held by Mr. Lin Wan Tsang by virtue of the SFO.
- (4) These Shares are held by Wellmass International Limited ("Wellmass"), which is wholly and beneficially owned by Mr. Lin Wan Tsang. As Mrs. Lin is the spouse of Mr. Lin Wan Tsang, Mrs. Lin is deemed to be interested in all the Shares held by Mr. Lin Wan Tsang (through Wellmass) by virtue of the SFO.

OTHER INFORMATION

Save as disclosed above, none of the Directors or chief executive of the Company and/or any of their respective close associates had registered any interests or short positions in any Shares, underlying Shares in, and debentures of, the Company or any associated corporations as at 30 June 2022, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2022, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

(i) Long Positions in the Shares

Name of shareholder	Capacity/Nature of interests	Number of Shares held	Approximate percentage of issued Shares (Note 1)
Mr. Lin Wan Tsang	Beneficial Owner	107,788,500	46.08%
	Interest of spouse	500,000 (Note 2)	0.21%
	Interests in a controlled corporation	67,000,000 (Note 3)	28.64%
Wellmass	Beneficial Owner	67,000,000 (Note 3)	28.64%

Notes:

- (1) These percentages have been compiled based on the total number of issued Shares as at 30 June 2022 (i.e. 233,917,250 Shares).
- (2) These underlying Shares are held by Mrs. Lin, as Mr. Lin Wan Tsang is the spouse of Mrs. Lin, Mr. Lin Wan Tsang is deemed to be interested in all the Shares held by Mrs. Lin by virtue of the SFO.
- (3) These Shares are held by Wellmass, a company incorporated in the British Virgin Islands, and is solely and beneficially owned by Mr. Lin Wan Tsang.

Save as disclosed above, as at 30 June 2022, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had registered an interest or short position in the Shares or underlying Shares that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this report, no transactions, arrangements or contracts of significance to which the Company, its parent company, its subsidiaries or fellow subsidiaries were a party and in which a Director or his connected entities had a material interest, either directly or indirectly, subsisted at the end of the period or at any time during the period.

OTHER INFORMATION

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the six months ended 30 June 2022 and up to the date of this report, none of the Directors or any of their respective close associates has engaged in any business that had competed or may compete with the business of the Group and any other conflict of interests which any such person had or might have with the Group.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the sections headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above and "Pre-IPO Share Option Scheme" below, at no time during the six months ended 30 June 2022 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 close associates nor was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors, or their respective close associates to acquire such rights in any other body corporate.

PRE-IPO SHARE OPTION SCHEME AND SHARE OPTION SCHEME

The Company conditionally adopted the Pre-IPO Share Option Scheme on 12 April 2019, which became effective on 21 June 2019 (the "Listing Date") and options in respect of 7,765,000 Shares under the Pre-IPO Share Option Scheme had been granted on 17 May 2019. The Company also conditionally adopted a share option scheme on 12 April 2019 (the "Share Option Scheme"), which became effective on the Listing Date and no option had been granted by the Company up to the date of this report.

PRE-IPO SHARE OPTION SCHEME

The Company adopted the Pre-IPO Share Option Scheme on 12 April 2019 so as to recognize and motivate the contributions that certain executive and non-executive Directors, members of the senior management and other employees (the "Grantees") have made or may make to our Group.

Initially, options to subscribe for an aggregate of 7,765,000 Shares had been granted to the Grantees. The total number of securities available for issue under the Pre-IPO Share Option Scheme is 7,057,500 Shares, representing approximately 3.02% of the total issued Shares as at the date of this report. No further options will be granted by the Company pursuant to the Pre-IPO Share Option Scheme. The exercise price per Share is HK\$2.17. All options granted under the Pre-IPO Share Option Scheme on 17 May 2019 may be exercised in the following manner:

Exercise Period	Maximum percentage of options exercisable
Commencing on the first anniversary date of the Listing Date upon certain fulfillment of certain conditions and ending on the 10th anniversary date of the offer date (the "Expiration Date") (both dates inclusive)	50% of the total number of options granted to each of the Grantees
Commencing on the second anniversary date of the Listing Date upon certain fulfillment of certain conditions and ending on the Expiration Date (both dates inclusive)	50% of the total number of options granted to each of the Grantees

OTHER INFORMATION

PRE-IPO SHARE OPTION SCHEME *(Continued)*

An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the Listing Date subject to the provisions of early termination thereof. Each of the Grantees is required to pay HK\$1.00 on acceptance of the options granted under the Pre-IPO Share Option Scheme.

Set out below is further information on the outstanding share options granted under the Pre-IPO Share Option Scheme as at 30 June 2022:

Names of the Grantees	Date of grant	Number of share options					Outstanding as at 30 June 2022	Exercise price per Share HK\$	Weighted average closing price of the Shares before the date(s) of which the shares options were exercised HK\$
		Outstanding as at 1 January 2022	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period			
Directors									
Ms. Ko Sau Mee	17 May 2019	500,000	-	-	-	-	500,000	2.17	-
Ms. Lin Hing Lei	17 May 2019	277,500	-	-	-	-	277,500	2.17	-
Mr. Lin Hing Lung	17 May 2019	500,000	-	-	-	-	500,000	2.17	-
Mr. Yang Xiaoye	17 May 2019	300,000	-	-	-	-	300,000	2.17	-
Others									
Employees	17 May 2019	5,490,000	-	-	(10,000)	-	5,480,000	2.17	-
Total		7,067,500	-	-	(10,000)	-	7,057,500		

Save as disclosed, during the six months ended 30 June 2022, no share options were granted, exercised, lapsed and cancelled under the Pre-IPO Share Option Scheme.

Further details of the Pre-IPO Share Option Scheme are set out in note 15 to the interim condensed consolidated financial information.

OTHER INFORMATION

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 12 April 2019, which became effective on the Listing Date.

The Share Option Scheme is a share incentive scheme and is established to recognize and motivate the contributions that eligible participants (as defined in the Prospectus) have made or may make to the Group.

Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of Shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (i.e. 23,454,475 Shares) unless approved by the shareholders of the Company.

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from the date of adoption. No share option has been granted under the Share Option Scheme and the total number of securities available for issue under the Share Option Scheme is 23,454,475 Shares, representing approximately 10.03% of the issued Shares as at the date of this report.

GROUP REORGANIZATION

Our Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 4 May 2018. Pursuant to a reorganization scheme to rationalize the structure of the Group in preparation for the listing of the Shares on the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 15 May 2019. For details of the group reorganization, please refer to the paragraph headed "Corporate Reorganisation" in Appendix V "Statutory and General Information" to the prospectus of the Company dated 3 June 2019.

The Shares have been listed on the Main Board of the Stock Exchange since 21 June 2019.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 27 May 2019 with terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 (the "CG Code") to the Listing Rules for the purpose of making recommendations to the Board on the appointment and removal of the external auditor, reviewing the financial statements and related materials, providing advice in respect of the financial reporting process and overseeing the risk management and internal control systems of the Group. The Audit Committee now comprises three members, all being independent non-executive Directors, namely, Mr. Poon Tak Ching (Chairman), Mr. Lee Yiu Pui and Mr. Pang Cheung Wai, Thomas. The Group's accounting principles and practices, financial statements and related materials for the period had been reviewed by the Audit Committee.

The Audit Committee has reviewed, with the management, the accounting principles and policies adopted by the Group, and discussed the unaudited condensed consolidated financial statements matters of the Group for the six months ended 30 June 2022 and recommended its adoption by the Board.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 27 May 2019 with specific written terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board regarding the Group's policy and structure for all remuneration of Directors and senior management and approving the remuneration package of the individual executive Directors, the specific duties set out in CG Code provisions E.1.2(a) to (h). The Remuneration Committee comprises a total of four members, being one executive Director, namely, Ms. Ko Sau Mee and three independent non-executive Directors, namely, Mr. Pang Cheung Wai, Thomas (Chairman), Mr. Lee Yiu Pui and Mr. Poon Tak Ching. Accordingly, a majority of the members are independent non-executive Directors.

OTHER INFORMATION

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 27 May 2019 with specific written terms of reference in compliance with the CG Code for the purpose of reviewing the Board composition, developing the relevant procedures for nomination and appointment of Directors and assessing the independence of independent non-executive Directors to ensure that the Board has a balance of expertise, skills and experience and formulating succession plans for executive Directors and senior executives. The Nomination Committee comprises a total of four members, being one executive Director, namely, Ms. Ko Sau Mee, and three independent non-executive Directors, namely, Mr. Lee Yiu Pui (Chairman), Mr. Poon Tak Ching and Mr. Pang Cheung Wai, Thomas. Accordingly, a majority of the members are independent non-executive Directors.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the CG Code during the six months ended 30 June 2022 except the CG Code provision C.2.1.

Pursuant to code provision C.2.1 of the CG Code, the responsibilities between the chairman and the chief executive should be separate and should not be performed by the same individual. However, we do not have a separate chairlady of the Board (the "Chairlady") and chief executive of the Company (the "Chief Executive") and Mrs. Lin currently performs these two roles.

In view of Mrs. Lin is one of the co-founders of the Group and has been operating and managing the Group since 2000, the Board believes that vesting the roles of both Chairlady and Chief Executive in the same person has the benefit of ensuring consistent leadership within the Company and enables more effective and efficient overall strategic planning for the Company. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively, given that (i) any decision to be made by the Board requires approval by at least a majority of the Directors and as the Board comprises three independent non-executive Directors out of seven Directors, we believe there is sufficient check and balance in the Board; (ii) Mrs. Lin and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that she acts for the benefit and in the best interests of the Company and Shareholders and will make decisions for the Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial and operational decisions of the Group are made collectively after thorough discussion at both the Board and senior management levels. The Board will continue to review and consider separating the roles of Chairlady and Chief Executive at a time when it is appropriate and suitable by taking into account the circumstances of the Company as a whole.

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued Shares as required under the Listing Rules for the six months ended 30 June 2022 and to the date of this report.

OTHER INFORMATION

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding the Directors' securities transactions. All Directors have confirmed that, following specific enquiries made by the Company, they have complied with the required standards set out in the Model Code for the six months ended 30 June 2022.

DIVIDENDS

The Board has resolved to declare an interim dividend of HK0.83 cent per Share for the six months ended 30 June 2022 (six months ended 30 June 2021: HK0.36 cent per Share) to be payable on or around 31 October 2022 to the shareholders of the Company whose names appear on the register of members of the Company on 8 September 2022.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 6 September 2022 to 8 September 2022, both days inclusive, during which period no transfers of Shares shall be effected. In order to qualify for the interim dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 5 September 2022.

By order of the Board
Precious Dragon Technology Holdings Limited
保寶龍科技控股有限公司
Ko Sau Mee
Chairlady and executive Director

Hong Kong
24 August 2022